BARBAROSSA 1941

AN ATLAS OF GERMAN ARMY SITUATION MAPS

KEVIN BOYLAN

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INTRODUCTION

Nazi Germany's 1941 invasion of the Soviet Union – Operation *Barbarossa* – ignited the most titanic armed conflict in human history. One cannot describe it without resorting to superlatives. The two largest armies in the world faced off against each other on the longest contiguous front line and fought the biggest battles that history had ever seen. Nazi Germany, its Axis allies, and the Soviet Union collectively fielded more divisions, deployed more tanks, advanced further and faster, formed larger encirclements, and captured more prisoners than any two combatants ever have before or since. This contest also played a decisive role in determining World War II's outcome, since the German Army (or Heer), which was unquestionably the best in the world in 1941, bled to death on the Eastern Front.

As the global standard bearers of fascism and communism, Nazi Germany and the Soviet Union were bitter ideological rivals. While Europe was sliding towards war in 1939, the Soviet dictator, Joseph Stalin, wanted to form a firm military alliance with Britain and France. He would accept nothing less since he feared that otherwise the Western capitalist powers would try to embroil the Soviet Union in a war with Germany which they could watch from the sidelines. The distrust was mutual. The British and French were reluctant to make firm commitments since they rightly feared that Stalin was plotting aggression against Finland and the Baltic states. The Poles absolutely refused to allow Red Army troops to enter their territory for fear that, once there, they would never leave. It was not an unreasonable concern.

Since he had been unable to strike a deal with Britain and France, and was unwilling to leave the Soviet Union isolated when war broke out, Stalin made the fateful – and almost fatal – decision to align with Nazi Germany instead. After negotiations in Moscow, the German and Soviet foreign ministers, Joachim von Ribbentrop and Vyacheslav Molotov, signed a non-aggression pact on 23 August 1939. The treaty also provided for extensive economic cooperation, and a secret protocol defined territorial 'spheres of influence' which would allow Stalin to annex the eastern half of Poland, the Baltic states, parts of Finland, and Bessarabia – which then belonged to Romania. The entire world was stunned by this rapprochement which gave Hitler a free hand to conquer Poland, then turn his attention west without having to defend his eastern border. If Stalin had not cut this deal, Operation *Barbarossa* would almost surely never have happened.

Stalin had hoped that now *he* would be able to sit on the sidelines while Germany, France, and Britain waged a long, mutually exhausting war which would leave all of them greatly weakened. Instead, Germany conquered France in just six weeks during May and June 1940, leaving the Soviet Union without any Continental counterweight to Nazi power. Stalin's response to this shocking development was to adhere strictly to the terms of the 11 February 1940 German–Soviet Commercial Agreement, which sustained Germany's war economy with 1.5 million tonnes of grain, 820,000 tonnes of oil, and 130,000 tonnes of manganese.

Stalin's conciliatory policy availed him nothing, since Hitler began considering an invasion of the Soviet Union less than a month after France fell, although he didn't make a firm decision until the end of 1940. Many different factors motivated him to accept the risks of a two-front war against the British Empire and the Soviet Union.

- First and foremost, Hitler expected the Red Army to fold quickly since Stalin's purges of 1937–41 had executed, imprisoned, or expelled over 30,000 officers, including virtually all of its most senior commanders. To fill the gaps, the Red Army promoted unqualified junior officers who lived in terror, and had learned the lesson that they should follow every order, no matter how ridiculous, to the letter, and never act on their own initiative. The Red Army's poor showing in the 1939–40 Winter War against Finland proved just how crippling the leadership deficit was.
- Second, Hitler saw a quick, victorious war in the East as a means of bringing the war in the West to an end. Since Britain could not win the war on its own, Hitler believed that London would come to terms after the Soviet Union's defeat eliminated its last hope of finding a Continental ally.

- Third, there was the ideological objective of destroying 'Jewish Bolshevism' which had been Hitler's stated goal since the beginning of his political career.
- Last, but not least, there was an economic objective. Even after the conquest of Poland, Norway, France, and the Low Countries, the Nazi empire lacked the food and mineral resources needed to win a prolonged war against the British Empire – which could count on growing support from the still neutral United States. This objective also hearkened back to Hitler's long-standing aim of making Germany an autarkic (economically self-reliant) world power by conquering *Lebensraum* ('living space') in the East.

THE IMPACT OF THE BALKAN CAMPAIGN

Events in the Balkans during the winter and spring of 1941 threatened to disrupt Hitler's plans for Operation *Barbarossa* and allow Britain to open a new front on the Continent. In April 1939, Italy's fascist dictator, Benito Mussolini, had ordered an invasion of Albania, which was occupied in just five days. The following year, Mussolini set his sights on Greece. His invasion, launched from Albania, began on 28 October 1940, but quickly devolved into a fiasco. Within a month, the Greeks had counterattacked across the border and eventually overran about a third of Albania. After the British began shipping arms and equipment to the Greeks, Hitler concluded that he would have to conquer Greece before *Barbarossa* began.

Hitler would act in concert with the Italians and Bulgarians – the latter of whom had long-standing territorial disputes with Greece in Thrace. The Germans planned to launch their own main attack through Yugoslavia in order to outflank Greek's border fortifications. Hitler and Mussolini pressured Yugoslavia's regent, Prince Paul, to adhere to the Tripartite Pact which Germany, Italy, and Japan had established in September 1940. Although the pact was ostensibly a defensive alliance, it had become a device for bringing new allies firmly into the Axis camp. Hungary, Romania, Bulgaria, and Slovakia had all done so before Prince Paul reluctantly signed the pact on 25 March 1941.

Serbian nationalists were incensed by the loss of sovereignty implicit in Yugoslavia becoming an Axis satellite, and launched a coup d'état on 27 March which installed 17-year-old King Peter on the throne. Hitler responded by hastily planning an invasion of Yugoslavia to coincide with the march into Greece. Both began on 6 April, and Yugoslavia surrendered just 11 days later. Although aided by a corps-sized British, Australian, and New Zealand expeditionary force, the Greeks lasted only a few weeks longer, and Axis troops completed the conquest of mainland Greece on 30 April.

Some early historians of Operation *Barbarossa* suggested that the Balkan Campaign imposed a fatal delay on the invasion of the Soviet Union, which was originally scheduled to start in mid-May. Since it did not actually begin until late June, these authors suggested that an additional five weeks of campaigning in the summer and autumn might have put the Germans within reach of victory. Yet, later historians concluded that *Barbarossa* could not have started much earlier than it did due to unusually heavy spring rains that lasted well into June.

The Balkan Campaign did, nonetheless, significantly disrupt the plans which the German Army's High Command (Oberkommando des Heeres – or OKH) had developed for Operation *Barbarossa*. The configuration of the Soviet Union's western border in 1941 offered an invader two tempting opportunities to cut off large portions of the Red Army – the Bialystok and the Lvov salients. Hitler allocated two panzer groups to Army Group Centre so it could launch a pincer operation against the Bialystok salient, which was thought to contain the Red Army's main concentration of forces. Although Army Group South had only one panzer group, OKH planned to launch a pincer operation against the Lvov salient as well. The 12. Armee, attacking from Romania, would form the southern pincer. To ensure that the trap closed quickly, 12. Armee's dozen German divisions would include a strong motorized corps.

The Balkan Campaign 'torpedoed' the pincer operation against the Lvov salient and, indeed, any early German advance into the Soviet Union from Romania. The heavily reinforced 12. Armee turned around 180 degrees and attacked west into Yugoslavia and south into Greece in early April. Afterwards, the army's headquarters, and several infantry and mountain divisions, remained in Greece permanently. Another six divisions which were involved in the Balkan Campaign did not return in time to participate in *Barbarossa*'s opening phase. Four of them, including the 60. Infanterie Division (mot), only arrived on the new Eastern Front in July.

In addition, two precious panzer divisions which participated in the Balkan Campaign did not reach the Eastern Front until October. The 2. Panzer Division lost most of its vehicles on 21 May, when British naval mines sank the freighters *Marburg* and *Kybfels* while they were in transit from Greece to the port of Taranto in Italy. The 5. Panzer Division, which contributed a strong panzer company to help garrison the island of Crete, had only 17 Panzer IIIs and six Panzer IVs left on 21 June 1941. The Heer had almost no replacement tanks available to bring these units back up to strength.

The unavailability of these two panzer divisions ruled out a swift pincer operation against the Lvov salient, but Hitler had already decided against launching any early attack from Romania. He had no faith in the Romanian Army, which would have to carry much of the offensive burden in the absence of so many German divisions.

Thus, although the 11. Armee's headquarters stepped into the gap in Romania, there were just seven German divisions – all infantry formations – in the country when *Barbarossa* began. One was tied down guarding the massive complex of oilfields and refineries at Ploesti against a potential Soviet airborne attack. The rest were incapable of launching a concerted offensive on 22 June 1941 because they were dispersed as reserves behind the Romanian armies guarding the Soviet border. The revised *Barbarossa* plan called for the Axis forces in Romania to join in the invasion only at the beginning of July, after the Red Army had shifted its local reserves north to confront the main body of Army Group South.

The fallout of the Balkan Campaign also crippled Germany's one and only true airborne formation – the Luftwaffe's 7. Flieger ('Air') Division. Operating in concert with the Heer's 22. Luftlande ('Airlanding') Division, it could have contributed substantially to *Barbarossa* by seizing bridgeheads across major rivers, capturing ports, and occupying strategic chokepoints such as the Narva bottleneck in eastern Estonia and the Perekop Isthmus in the Crimea. Instead, Hitler frittered this priceless military asset away in Operation *Merkur* – the extremely risky 20 May–1 June 1941 airborne invasion of Crete. The operation was a strategic sideshow which merely denied the British air and naval bases near the Balkans. This was not an objective worth diverting the 7. Flieger Division from the decisive campaign about to begin in the East.

Operation *Merkur* succeeded, but Germany's *Fallschirmjäger* ('paratroops') were decimated in the process, convincing Hitler that large-scale airborne operations were no longer practical. Even if he'd not jumped to that faulty conclusion, the 7. Flieger Division suffered such heavy casualties that it could not have appeared on the Eastern Front much before it did historically in October 1941. Even then, it was used almost exclusively in a defensive role, holding a sector of the siege lines around Leningrad.

STRATEGIC SURPRISE

Romania was not the only nation which cast its lot with Germany in Operation *Barbarossa*. Finland, which had also lost substantial territories to Stalin during the Winter War of 1939–40, committed its entire army to the Continuation War against the Soviet Union. Hungary, Slovakia, and Italy had no territorial disputes with the Soviet Union but joined in the invasion anyway to curry favour with the Nazis and play their part in the great crusade against communism. Fascist volunteers from Norway, Denmark, and Finland provided much of the SS Wiking ('Viking') Division's manpower, and Spain's fascist dictator, Francisco Franco, would allow Spanish volunteers to man Germany's 250. Infanterie Division – also known as the Blue Division.

Nazi Germany committed almost every combat capable unit it possessed to Operation *Barbarossa*, including 19 of its 21 panzer divisions, all 15 motorized division equivalents (five of which belonged to the Waffen SS), nine security divisions, and 104 infantry, light infantry, and mountain divisions. With only a handful of exceptions, the divisions garrisoning the rest of the Nazi empire were low-quality units which lacked motorized supply columns and were missing key pieces of equipment such as 81mm mortars, 47mm or 50mm antitank guns, and 75mm and 150mm infantry guns. Many even lacked reconnaissance battalions, which the Heer tended to employ as strong divisional reserve units – not just for scouting.

The Germans could not conceal the assembly of such a massive force from the Soviet Union's intelligence services, whose spy networks pervaded all of Europe. US and British intelligence also detected signs of the pending invasion and repeatedly passed warnings to Moscow. However, Stalin feared that the Americans and British were spreading disinformation in an effort to manoeuvre the USSR into a needless war with Nazi Germany. His paranoia peaked after Hitler's deputy Führer, Rudolf Hess, flew to England on 10 May 1941 in a quixotic effort to make peace with Britain before *Barbarossa* started. Stalin suspected that some sort of bargain – akin to the Molotov–Ribbentrop Pact – had been struck between Germany and Britain which would leave the Soviet Union isolated.

Stalin expected that Hitler would start by making demands for territorial concessions from the Soviet Union – just as he had with Czechoslovakia in 1938 and Poland in 1939. He also believed that he could strike another deal with Hitler, since surely the Führer would not risk a two-front war. In order to avoid a military buildup that might lead to a conflict that neither he nor Hitler wanted, Stalin refused to mobilize the Red Army and did not place its troops in the border military districts on alert until just hours before the invasion began on 22 June 1941. By then it was far too late. Yet, even after German troops and planes attacked across the border, Stalin thought that he might be dealing with 'provocations' engineered by German officers who wanted to push Hitler into war with the Soviet Union against the Führer's own wishes. It was a remarkable feat of self-deception which allowed *Barbarossa* to catch the Red Army flat-footed in the greatest surprise attack the world had ever seen.

THE PREJUDICED PERSPECTIVE

This atlas tracks the progress of the ensuing invasion using the highly detailed Lage Ost ('Situation East') maps which OKH's operations section produced every day during the campaign. In 1942, the Heer published 'cleaned-up' versions of many 1941 Lage Ost maps in book form, and the maps appearing in this volume were cropped from them. Since the Lage Ost maps depict everything that the Germans knew about the locations and movements of both sides' units on a daily basis, they allow us literally to 'look over the shoulders' of Nazi Germany's senior leaders as they crafted their strategy and operations. No other source offers quite the same insight into German thinking in each phase of the 1941 campaign. Published accounts of Operation *Barbarossa* tend to focus on a sequence of well-known battles and ignore what was happening elsewhere. Nothing can equal the OKH situation maps when it comes to presenting the totality of what the Germans understood was happening across the entire theatre of operations on any given day.

Just as important is what's *not* on the maps. German intelligence about the Red Army was abysmal and remained so throughout the 1941 campaign. The OKH knew remarkably little about the order-of-battle of the Soviet forces deployed near the border – missing, for example, the existence of nearly two dozen mechanized corps – and was utterly ignorant of what lay deeper inside the Soviet Union. Indeed, Hitler and OKH were both convinced that the bulk of the Red Army lay within about 330 miles (530 kilometres) of the border in the region west of the Dvina and Dnieper rivers, and that it could never recover if these forces were destroyed. They fatally underestimated the size of the Red Army's reserves east of the great rivers and its capacity to mobilize new formations. Time after time during the campaign, the Germans would watch in astonishment as new Soviet armies sprang up to replace ones they had just destroyed.

There is a danger that, by using the OKH maps as the lens through which we glimpse Operation *Barbarossa*, we risk falling into the error of seeing the entire conflict through German eyes. This has long been a problem in the West, where even professional historians have often adopted a German-centric perspective on the Nazi–Soviet conflict. This pro-German bias emerged during the long decades of the Cold War when Westerners were conditioned to see the Soviet Union as the enemy. It also benefitted from a paucity of Western (and especially English) language histories written from the Soviet perspective. Regrettably, most of those which were available were short on objective analysis and overburdened with stilted Marxist jargon and propaganda.

Following the collapse of the Soviet Union in the early 1990s, and the opening of its archives, historians began writing more balanced accounts of the conflict. Yet, the pro-German bias has lingered on in many popular histories and even gained popularity in some circles due to the rise of ultranationalist political movements throughout the West in recent decades. Many neo-Nazi, anti-Semitic, anti-immigrant, and white supremacist groups celebrate German soldiers – and especially SS troops – fighting against the Soviets as paladins of white civilization. The fact that German troops generally inflicted many more casualties than they suffered is held up as proof of racial superiority, and evidence that they were guilty of genocide is either dismissed as mere propaganda or openly celebrated.

Pro-German biases began worming their way into Western perspectives on the Nazi–Soviet war as early as the late 1940s. That was when the US Army Historical Division established the Operational History (German) Section, which commissioned several dozen former senior commanders of the Wehrmacht (the German armed forces) to write historical reports on their war in the East. Many of these documents, which were intended to help the US Army prepare for a showdown against the Soviet Union, were published and widely distributed by the Department of the Army (DA). This is remarkable given that more than a few of the authors presented arguments based on racial stereotypes which demonstrated a close affinity with Nazi ideology. For example, General Erhard Raus penned the following piece of racial claptrap that appeared in DA Pamphlet 20-230, 'Russian Combat Methods in World War II':

> No one who belongs to the Western sphere of culture will ever be able to understand the Russian completely, or to analyze the character and soul of this Asiatic who has grown up on the far side of the border of Europe. The Russian is unfathomable. He swings from one extreme to the other without our being able to recognize the reasons for his behavior. … The key to this odd behavior can be found in the character of the Russian soldier, who, as a fighter, possesses neither the perception, nor the ability to think independently. He is subject to moods which for us are incomprehensible; he acts instinctively. As a soldier, the Russian is primitive and unassuming, brave by virtue of natural inclination, but morosely vegetating in a group. These characteristics make the Russian in many respects an adversary superior to the self-confident and demanding soldiers of other armies. The latter can, and must, by their physical and mental qualities, achieve not merely equality, but superiority, so that they may stand up successfully against the Russian soldier.

General Lothar Rendulic offered up a similar explanation for Russian behaviour, opining that they constituted an adulterated mixture of races in which 'there can also be found a weak Germanic blood strain from the Gothic period and the Middle Ages. Of special importance, however, I consider the infusion of Mongol blood during the 300 years of Tartar domination, since it very definitely put its stamp on the Russian national character.'

The Operational History (German) Section contingent, led by the former chief of the OKH's General Staff, General Franz Halder, also conspired to propagate a pair of myths which aimed to restore the honor and professional reputation of the Heer, which both had been tarnished by its complicity in Nazi barbarism and comprehensive defeat by the Red Army. One was the 'Hitler Myth', which claimed that German military virtuosity was so absolute that victory over the Soviet Union would have been certain if only Hitler had not meddled in strategic and operational decisions. The other was the 'Myth of the Clean Wehrmacht', which asserted that German military professionals played no part in the innumerable atrocities Nazi Germany committed in Eastern Europe. These same myths appeared in a stream of memoirs written by former generals such as Heinz Guderian and Erich von Manstein that began appearing in the 1950s.

When Halder and his cohorts mentioned genocide and other acts of barbarism at all, they blamed them on the Nazi Party troops of the SS, who did not share in the Heer's professional ethos. It is true that SS *Einsatzgruppen* ('task groups') had the mission of exterminating the Soviet Union's Jewish population. Yet, many members of the reflexively anti-communist German officer corps shared in the anti-Semitism that pervaded most Western societies at the time and accepted Hitler's equating Judaism with Bolshevism. There is, moreover, irrefutable evidence that Heer troops often helped to round up Jews and joined in the killing themselves.

At the postwar Nuremberg war crime trials, Otto Ohlendorf, commander of Einsatzgruppen D, reported that the German 11. Armee's commander, General Erich von Manstein, asked him to hasten liquidations in the Crimean city of Simferopol in order to relieve a famine and housing crisis. Manstein, one of the most renowned and brilliant German commanders of the war, later professed shock upon learning of this massacre, but documents prove that he was fully aware of it. His chief concern at the time was ensuring that his 11. Armee troops, not the SS, got the Simferopol victims' wristwatches.

Orders issued in 1941 by other senior commanders reveal that they too knew exactly what was going on and actively encouraged their troops to participate. In October, Field Marshal Walther Reichenau issued a general order to his 6. Armee which stated:

> Regarding the conduct of troops towards the Bolshevistic system, vague ideas are still prevalent in many cases. The most essential aim of war against the Jewish–Bolshevistic system is a complete destruction of their means of power and the elimination of Asiatic influence from the European culture. In this connection the troops are facing tasks which exceed the one-sided routine of soldiering. The soldier in the eastern territories is not merely a fighter according to the rules of the art of war but also a bearer of ruthless national ideology and the avenger of bestialities which have been inflicted upon German and racially related nations. Therefore, the soldier must have full understanding for the necessity of a severe but just revenge on subhuman Jewry.

General Hermann Hoth, who had recently taken command of the 17. Armee, put it even more bluntly the following month, using race war logic to justify not only the massacre of Soviet Jewry, but also the brutal treatment of the entire civilian population.

> Compassion towards the population is completely misguided. … Any trace of active or passive resistance, or of any machinations by Jewish–Bolshevik agitators, is to be crushed immediately and mercilessly. The soldiers must understand clearly the necessity of harsh measures against elements alien to our nation and race. These elements are the spiritual pillars of Bolshevism, the representatives of murderous organizations, and the agents of partisans. They constitute the same Jewish subhumanity that has already caused great harm to our fatherland … Their annihilation is a requirement for self-preservation. Any soldier who criticizes our measures forgets the years of destructive and treasonable activity against our own people by Jewish–Marxist elements.

Wartime documents such as these featured prominently in evidence presented during the postwar Nuremberg war crimes trials and made a mockery of former Heer generals' assertions that they were ignorant of the Holocaust – and that they and their troops had no hand in it. However, it was simply impossible for them to claim that they had been ignorant of the infamous Commissar Order, which directed front-line Heer units to segregate captured Soviet political commissars from other prisoners for later execution. In practice, German troops generally shot them on the spot. So, in this case, former Heer generals had to concoct an even more blatant falsehood. The best-known example appeared in von Manstein's memoir *Verlorene Siege* ('Lost Victories'), which insists that the Commissar Order was never implemented in the LVI Armeekorps (mot) – which he commanded for the first two and a half months of the campaign.

> An order like the *Kommissarbefhel* was utterly unsoldierly. To have carried it out would have threatened not only the honor of our fighting troops but also their morale. Consequently, I had no alternative but to inform my superiors that the Commissar Order would not be implemented by anyone under my command. … The fact that the rest of the army probably shared my view became apparent when I took command of the Eleventh Army. The Commissar Order had not been carried out there either.

This claim is, of course, patent nonsense. Not only would there have been serious repercussions for any commander who openly rejected a direct order originating from Hitler himself, but there is, again, irrefutable documentary evidence to the contrary. For instance, the operational order issued before the invasion by Panzergruppe 4 – to which von Manstein's LVI Armeekorps (mot) was subordinated – called for the 'merciless, total annihilation of the enemy. In particular, there must be no sparing the exponents of the present Russian Bolshevik system.'

Indeed, German units operating along the entire length of the vast front in the Soviet Union faithfully and enthusiastically carried out the Commissar Order. If they didn't, why then did several senior commanders ask Hitler to soften the order in late September 1941 because it was encouraging Red Army troops to fight to the death rather than surrender? Moreover, despite this compelling military logic, Hitler rejected 'any modification of the existing orders regarding the treatment of political commissars'.

Hitler's refusal was hardly surprising, given that his plans for genocide in the east went far beyond just exterminating Jews and commissars. In fact, he planned to starve no fewer than 30 million Soviet civilians to death in order to resolve an escalating food crisis in the Nazi empire. Before the outbreak of World War II, Germany had been dependent upon imported food to keep its population fed, and imported fuel and fertilizer to sustain its agriculture. With overseas trade cut off by the British naval blockade, only imports from the Soviet Union could close the gap.

Since the signing of the Molotov–Ribbentrop Pact in August 1939, imported Soviet grain, fuel, and non-ferrous metal ores had played a decisive role in sustaining Nazi Germany's war economy. But in March 1940, the Soviets suspended shipments for six weeks because Germany had paid for only a fraction of those goods with hard currency and reciprocal exports of its own. They also demanded that future payments be made largely in the form of coal, although that commodity was already in critically short supply within the Third Reich.

Hitler had no choice but to accept these terms, but the Soviet strong-arming continued to rankle and worry him. His anxiety grew when it soon became clear that Germany's Western conquests of May–June 1940 had only exacerbated the food shortage, since France and the Low Countries were also largely dependent upon imported food, fuel, and fertilizer. Even the 1.5 million tonnes of grain provided by the Soviet Union could not resolve the crisis, which was only going to get worse. The Nazi empire would completely exhaust its food stocks by August 1941, making everything dependent on bringing in a good harvest that year.

OKH economic experts predicted that Germany could manage in the short term by 'swindling ourselves through 1941' – although this would require cutting rations drastically across the board midway through the year. They saw no way of closing the food gap from 1942 onwards. This alarmed the Führer, who knew all too well that hunger had contributed decisively to the revolution that overthrew Kaiser Wilhelm II in 1918 – and feared that it would prompt the German people to turn on him as well.

In August 1940, the Soviets again threatened to suspend shipments because the arrears on Germany's import account had risen to 50 per cent. This was an unexpected blow for Hitler, who had hoped that his spectacular conquest of France just two months before would make the Soviets more tractable. Worse yet, Stalin refused to continue accepting payment in consumer goods, demanding instead that he receive weapons, machine tools, rolling mill products, and other manufactured goods which the German economy could ill afford to spare.

Hitler concluded that only the conquest of the rich, black-earth farmland of Ukraine would solve Nazi Germany's food predicament once and for all. And if, in addition, the mines and factories of the Donbas industrial region in eastern Ukraine and the oilfields of the Caucasus fell into German hands, the Nazi empire could establish an autarkic economy capable of competing on equal terms with the British Empire and the United States. Merely invading the Soviet Union would bring some immediate relief from the food crisis by trimming the number of bellies which the Reich had to fill by about 3,000,000 military personnel. After they crossed into Soviet territory, German troops were supposed to live almost entirely off the land.

Yet, even if Ukraine fell, it would not yield sufficient surpluses to simultaneously feed the Nazi empire, Germany's Ostheer ('Eastern Army'), and the conquered Soviet population. Only a 'radical hunger strategy' could balance the food equation by eliminating tens of millions of Soviet civilians through starvation. Their deaths would not only be economically expedient, but also facilitate Hitler's ambition to get rid of the Slavs in order to open a vast Eastern frontier for 'Aryan' colonization. Only a small fraction of the indigenous population would survive as slaves of the master race. Thus, Operation *Barbarossa* was much more than just a campaign of military conquest; it was also a racial war characterized by what German official historians writing in the 1990s described as 'an unbridled strategy of pillage and plunder'.

None of this seems to have worried senior Heer commanders, who cannot claim to have been 'out of the loop' concerning the racial and economic aspects of plan *Barbarossa*. Even if we credulously accept postwar protestations that they were ignorant of Hitler's genocidal intentions in 1941, they certainly knew all about them by the time that they penned their memoirs in the 1950s. Yet, even then, none of these self-styled champions of Western civilization saw fit to suggest that invading the Soviet Union was morally wrong – as opposed to a strategic error because it exposed Nazi Germany to a war on two fronts.

After their enthusiastic participation in the unprovoked invasions of inoffensive neutrals like Denmark, Norway, Belgium, the Netherlands, and Luxembourg, it's probably unreasonable to expect former Heer generals to have expressed moral qualms about attacking the communist colossus. Yet, the invasion of the Soviet Union was *very* different since, unlike earlier campaigns, its objective wasn't merely to conquer and exploit the inhabitants, but to exterminate most of them, and enslave the few survivors and their descendants in perpetuity. The fact that this scheme failed does not mitigate its bloodcurdling intent. One can understand why former German generals connived *ex post facto* to fabricate a pseudo-historical narrative that distanced themselves from this shocking barbarism. What's harder to fathom is why so many in the West came to accept – and share in – their transparently biased and self-serving perspectives on the Nazi–Soviet war.

THE HITLER MYTH

Halder, Guderian, Manstein, and their many co-conspirators also largely succeeded in foisting upon the credulous West the myth that only Hitler's interference prevented them from crushing the Soviet Union in 1941. Their postwar reports and memoirs dwell *ad nauseam* on the theme of how Hitler's amateurish interventions in operational and strategic decisions prevented the invasion from succeeding. Like any good myth, this one has some basis in fact. The Heer was tactically and operationally superior to any other army in the world in 1941, and Hitler was undoubtedly a mercurial amateur who was wont to tinker in military matters about which he knew little or nothing. Due to his erratic personality, lack of professional training, and pathological aversion to surrendering territory, many of his decisions were baneful for the Wehrmacht.

Yet, all of Hitler's strategic gambles from the 1936 march into the Rhineland through the adoption of Manstein's *Sichelschnitt* Plan, which led to France's surrender in 1940, had turned out well even though in many cases they had gone against the consensus of professional military opinion. This record of success reinforced Hitler's confidence in his own infallibility and silenced former naysayers in the Heer who were reluctant to be proven wrong yet again.

Hitler's latest roll of the dice was an attempt to crush the Soviet Union in a swift campaign lasting only a few months before its vastly greater population and industrial potential could come into play. Since the Wehrmacht had neither the strength nor the logistical capability to conquer all the USSR's vital political and economic centres in a single campaign, the Soviet colossus simply *had* to collapse for Operation *Barbarossa* to succeed. If it didn't, the war would become a prolonged, attritional contest in which Stalin would hold all the cards – including the virtual certainty of massive aid from Great Britain and the United States.

Yet, Nazi Germany never really had a strategy to accomplish the Soviet Union's collapse. Instead, there was simply an assumption – or faith might be a better word – that the Red Army would disintegrate after the Germans destroyed its forces deployed west of the Dvina and Dnieper rivers. Operations beyond the rivers would therefore be nothing more than a pursuit of the Red Army's routed remnants. Indeed, there was a widespread expectation that the pursuit would become a 'railway offensive' like that which occurred in 1918 during World War I. With Russia already in the throes of civil war, the Germans had found that they could capture towns and cities without a fight simply by having troop-laden trains steam into them. Wrongly judging the Soviet regime to be more fragile than Czarist Russia, everyone in a position of authority in Nazi Germany anticipated that Russia would fold even more swiftly in 1941 than it had during World War I.

There was, however, nothing like unanimity in the German camp concerning where to place the main effort once across the Dvina–Dnieper line. Even if the Red Army had already collapsed, logistical constraints would limit the number of German divisions which could participate in an immediate pursuit. Hitler's greatest fear was that Stalin could rebuild and re-equip the Red Army – a task for which he would still have plenty of natural resources and industry well beyond the rivers – and prolong the war indefinitely if enough Soviet troops escaped to the east. Thus, Hitler always prioritized the destruction of Soviet armies over the capture of territorial objectives.

In any event, Hitler considered economic objectives – farmland, oilfields, mines, and industrial centres – more important than political ones. Most of the economic objectives lay in the south – particularly in Ukraine and the Caucasus. In the north, Leningrad was a major industrial centre, and its capture would eliminate the Soviet Baltic Fleet and thus ensure the safety of vital iron ore shipments to Germany from Sweden. In 1940, Hitler had invaded and conquered Norway chiefly to eliminate an Anglo-French threat to these iron imports. Leningrad also had great political significance as the 'birthplace of Bolshevism'.

Halder, on the other hand, was convinced that capturing Moscow was the best way of ensuring Stalin's overthrow. Many other senior Heer commanders also preferred this approach since it would allow them to concentrate on a single objective instead of trying to pursue many divergent ones simultaneously – as Hitler's strategy would require. They also believed that Moscow's significance was far more than just political. Manstein argued that there were three good reasons to focus on taking the Soviet capital:

> One was that – in contrast to 1812 – Moscow really did form the political center of Russia; another was that the loss of armaments [production] areas around and east of Moscow would at least inflict extensive damage on the Soviet war economy. The third and possibly most important reason from the strategic point of view was Moscow's position as the nodal point of European Russia's traffic network. Its loss would split the Russian defenses in two and prevent the Soviet command from ever mounting a single, co-ordinated operation.

Führer Directive No. 21 of 18 December 1940, which gave the initial strategic guidance for Operation *Barbarossa*, accommodated both strategic concepts. For although Hitler was primarily interested in economic objectives in the north and south, the strongest concentration of German troops would start in the centre of the front on the road to Moscow. Directive No. 21 allocated two infantry armies and one panzer group to Army Group North, which would have the mission of overrunning the Baltic states and capturing Leningrad. Army Group South, tasked with conquering Ukraine, the Donbas, the Crimea, and the Caucasus, would have three infantry armies and a panzer group. Army Group Centre, whose ultimate objective was Moscow, would have two infantry armies – with a third arriving early in the campaign – and two panzer groups.

Hitler agreed that Army Group Centre needed to be strong in order to destroy the Soviet armies massed in the Bialystok salient, then press on the city of Smolensk 400 miles (640 kilometres) from the border. This would ensure German access to the strategic Smolensk Land Bridge where all the primary roads and railroads running towards Moscow from the west funneled through the gap between the headwaters of the Dvina and Dnieper rivers. These included the Moscow–Minsk highway – the only modern paved highway in the entire Soviet Union. Otherwise, roads were generally unimproved dirt tracks that became rivers of mud whenever it rained.

Hitler believed that destroying the Soviet armies in Belarus would effectively split the Eastern Front in two, since he assumed that the Red Army would be unable to reconstruct a solid front east of Smolensk. In that case he could, at little risk, transfer Army Group Centre's panzer groups to the weaker, flanking army groups. Hitler expected that they would need reinforcement to cross the Dvina and Dnieper, and reach their strategic objectives – which he valued far more than Moscow. The vast Pripet Marshes would block the early despatch of reinforcements from Army Group Centre to Army Group South, but there was little to prevent a quick transfer of forces to Army Group North. Directive No. 21 clearly stated this would occur after Army Group Centre destroyed the Soviet armies in Belarus.

> This will create a situation that will enable strong formations of mobile forces to swing north; such formations will then cooperate with the northern army group … in destroying enemy forces in the area of the Baltic states. Only after the accomplishment of these offensive operations, which must be followed by the capture of Leningrad and Kronstadt [the Baltic Fleet's nearby main base], are further operations authorized, with the objective of occupying Moscow, the important communications and armaments manufacturing centre. Only a surprisingly rapid collapse of the Russian ability to resist can justify an attempt to achieve both objectives simultaneously.

This concept had several virtues. First, it would allow the Germans to concentrate at least two panzer groups against the strategic objective which was closest to Operation *Barbarossa*'s start line – Leningrad. Second, a rapid conquest of the city would link up with the Finns, secure control of the Baltic Sea, and enable Army Group North to be supplied largely by sea. Finally, 'wrapping up' Army Group North's campaign early in the invasion would allow the transfer of virtually all its mobile divisions to Army Group Centre for the subsequent advance on Moscow. General Heinz Guderian, the controversial commander of Army Group Centre's Panzergruppe 2, wrote after the war: 'This operation would have had one great advantage; it would once and for all have secured the left wing of the German armies fighting in Russia. In my opinion this was the best plan that could have been devised in the circumstances, but unfortunately I never heard anything more about it.'

Guderian's statement is disingenuous, since his own actions helped ensure that this plan was not implemented. However, the key actor was Halder. His pet project of an immediate advance on Moscow required that Army Group Centre retain both panzer groups with which it started the campaign. By exploiting the proviso about 'a surprisingly rapid collapse' of Russian resistance, he hoped to prevent any transfer of panzers to Army Group North. It was largely due to his efforts – and Hitler's chronic vacillation – that the

Germans wound up trying to take Leningrad and Moscow simultaneously even though Soviet resistance had not collapsed at all.

Hitler was also tempted to divert panzers from Army Group Centre because dangerous gaps and weak spots quickly developed on both of its flanks. Part of the problem was that Army Group Centre was much stronger than its neighbours and consequently advanced considerably faster in the first month of the campaign. Terrain was also an issue, since the vast Pripet Marshes – measuring about 240 miles (386 kilometres) from west to east, and 100 miles (60 kilometres) from north to south – divided Army Groups Centre and South from the first day of the invasion. In time, dense forests and swamps along the headwaters of the Dvina and Volga rivers near Lake Seliger, and the rugged Valdai Hills around Demyansk, likewise divided Army Groups North and Centre. However, the fundamental problem was that the new Eastern Front was shaped like a funnel that steadily widened the further the Germans advanced – and their pursuit of divergent objectives pulled the three army groups apart from each other.

Halder and daredevil panzer commanders like Guderian were willing to ignore the threats to Army Group Centre's flanks so it could plunge headlong towards Moscow, but other senior Heer commanders shared Hitler's apprehension. Accepting operational risks was one thing; having an entire army group advance with both of its flanks 'in the air' was an entirely different matter – especially as it would leave both other army groups with an exposed flank as well. The Red Army might have halted all three army groups in their tracks by attacking their open flanks – and possibly inflicted a severe defeat on one or more of them. Taking such an immense strategic risk only made sense if one assumed that the Red Army would swiftly collapse. Since we know that it didn't happen, history suggests that the more cautious German leaders of 1941 chose the wiser course.

SHARED RESPONSIBILITY

The simple truth is that Hitler and the Heer *both* bore responsibility for the failure of Operation *Barbarossa*. Their greatest error was going off half-cocked to invade the Soviet Union – a nation whose size, resources, population, and industrial potential dwarfed Nazi Germany's many times over – without developing a practical, coherent, and fully fleshed-out plan for achieving its defeat. If nothing else, the existence of such a plan would have nipped the strategic debate in the bud and saved a lot of precious time during the campaign. Instead, Hitler's Directive No. 21 merely sketched out a vague, half-baked strategic concept that violated three of the fundamental principles of war, developed by the great 19th-century German (Prussian) military theorist Carl von Clausewitz, which now occupy a place of honour in US Army doctrine.

- **Objective:** Directive No. 21 set no 'clearly defined, decisive, and attainable objective' for operations beyond the Dvina–Dnieper line. Instead, there were a host of divergent objectives, many of which were logistically unattainable barring the Red Army's utter collapse. This raises the question of whether taking these objectives was supposed to help bring the campaign to a victorious conclusion – or was merely about collecting the fruits of a victory already won.
- **Mass:** The multiplicity of divergent objectives also made it hard for the Germans to 'mass the effects of overwhelming combat power at the decisive place and time'. Indeed, there was no consensus among Germany's senior leadership as to what the decisive place was – assuming there was one. Given the Soviet Union's vast territory, population, natural resources, and industry – and the strict discipline imposed on the entire society by Stalin's totalitarian regime – it's entirely possible that there simply was no Clausewitzian 'centre of gravity' whose loss or destruction would have ensured its defeat. However, the Germans did not really even attempt to identify one.
- **Unity of command:** Due to the nature of the Nazi regime, Hitler refused to invest any single commander with the power to control and coordinate the operations of the three army groups. There was no such commander in the East, and although OKH titularly had the necessary authority, in practice it was entirely subject to Hitler's fickle whims.

Directive No. 21 also made no real effort to integrate seapower into Operation *Barbarossa*, although the Baltic Sea was the one theatre in which the German Navy (Kriegsmarine) might have established naval supremacy. In 1941, the Soviet Baltic Fleet had two battleships, two heavy cruisers, two light cruisers, 19 destroyers, 44 motor torpedo boats, and 65 submarines. If the Kriegsmarine had committed all its forces – including the battleship *Bismarck* and the heavy cruiser *Prinz Eugen*, which sortied into the Atlantic just weeks before the invasion began – it could have deployed two battleships, one pocket battleship, one heavy cruiser, four light cruisers, three destroyers, four 'torpedo boats' (small destroyers), 46 motor torpedo boats, and dozens of submarines. Aided by the Luftwaffe, these naval forces could have helped cut off the Soviet armies operating in the Baltic states by blockading ports, and supported amphibious landings using the makeshift landing craft built the year before for Operation *Sealion* – the stillborn invasion of England.

Heer generals' training and experience ill-prepared them to integrate seapower into their plans, but as military professionals steeped in the Clausewitzian tradition, they should have recognized that Directive No. 21 violated several fundamental principles of war. Yet, they did not insist upon the development of a coherent campaign plan, either because they were cowed by Hitler or trusted that his latest gamble would succeed since the Soviet Union would collapse just as France had so unexpectedly done in 1940.

The generals also bore responsibility for exacerbating these problems after the invasion began. Halder was particularly culpable, since he kept the strategic debate alive throughout the campaign, and his efforts to influence Hitler by variously playing upon his fears and encouraging excessive optimism only worsened the Führer's habitual mood swings and vacillation. He also further undermined unity of command by repeatedly trying to circumvent Hitler's directives, even to the point of giving conflicting guidance to army and army group commanders.

Unity of command was also frequently absent in the actual conduct of combat operations because some army and panzer group commanders – especially the latter – regularly violated their superiors' intent. According to military historian Robert M. Citino, ignoring orders was a long-standing tradition in the Prussian and German armies – one that rarely ended in punishment and was frequently rewarded. Thus, while US Army produced one true 'maverick' general in World War II – George S. Patton – the Heer had many. During 1941, their insubordination repeatedly disrupted German strategy both in the Soviet Union and North Africa.

Field Marshal Erwin Rommel – the 'Desert Fox' – is the most famous of the Heer's mavericks, but several notable contenders for the title commanded on the Eastern Front. Among other things, Rommel was notorious for his refusal to accept cold, hard, logistical facts that should have limited the scope of his operations and shaped his strategic vision. Yet, Rommel was not at all unusual in this respect. Despite repeated warnings from their quartermasters, Heer commanders at all levels simply ignored logistical realities that conflicted with their own plans or assumed superior tactical and operational execution would somehow overcome them.

Other nations' militaries ran operations and campaigns 'on a shoestring' during World War II – as both the United States and Japan famously did at Guadalcanal. However, these operations and campaigns usually involved relatively few troops and/or occurred in secondary theatres. The Germans, on the other hand, consciously did this with the bulk of their forces in the primary theatre of war. Only a military imbued with an overweening hubris could even have attempted it. Before the invasion began, most Heer officers were so confident that they simply dismissed a host of daunting strategic liabilities (terrain, weather, logistics, distance, politics, etc.) that made the campaign practically unwinnable if the Soviet Union failed to collapse as expected.

After the fact, they disingenuously tried to lay the all the blame for this fatal error on Hitler. Manstein wrote, 'The first mistake committed by Hitler, if no one else … was underrating the resources of the Soviet Union and the fighting qualities of the Red Army.' This is patent nonsense. Halder, Guderian, Manstein, and other postwar mythmakers had all known in 1941 that Operation *Barbarossa* made sense only if the Red Army and the Soviet Union collapsed in short order. And all of them were shocked that the Red Army's morale never cracked despite suffering a string of massive defeats.

The strategic tug-of-war between Hitler and the Heer came to a head only after developments at the front proved the fallacy of their *shared* assumption that the Red Army would collapse quickly and allow the Germans to go over to the pursuit. Both sides then desperately tried to improvise a strategy which would bring the Soviet Union to its knees before winter arrived. Hitler opted to destroy the Red Army in battle and seize the economic infrastructure Stalin would need to rebuild it. Most of the Heer's senior leadership hoped instead to strike a hopefully decisive psychological blow by taking Moscow. Both options ignored logistical realities which made any mass advance beyond the Dvina–Dnieper line problematic regardless of what direction it took.

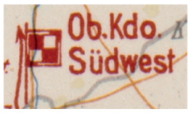
Hitler's choice failed, allowing the Heer's survivors to blame him for *Barbarossa*'s disastrous outcome *ex post facto*. Yet, it's far from certain that they had a viable alternative. The fall of Moscow would not have ensured the Soviet Union's collapse, especially given that it could count on massive support from Britain and the United States. Stalin would surely have pointed to the example of Napoleon, whose conquest of the city marked the beginning of *his* empire's collapse – not Russia's. As long as the Communist Party's pervasive apparatus of propaganda, terror, and thought control remained intact, the Soviet Union would have fought on.

NOTES ON THE MAPS

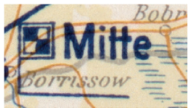
Portions of the Army Group North maps are obscured because they lie inside the fold of the original, bound source book. There was no way to remedy this, but fortunately the areas are small and generally saw few major battles during Operation *Barbarossa*.

SYMBOLS AND NOTATIONS ON THE MAPS

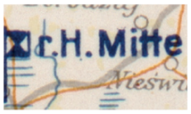
Numerous symbols and German language notations appear on all the maps. Symbols and notations that refer to German units are shown in blue, those concerning the Soviets are in red, the Hungarians in green, and the Romanians and Italians in brown.


Ob.Kdo.
Südwest

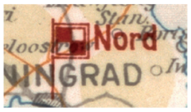
Southwestern Direction Headquarters (Soviet)


Bobr
Mitte
Borrissow

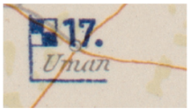
Army Group Centre Headquarters (German)


r.H. Mitte
Nieswi

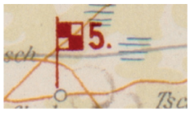
Army Group Centre Rear Area Headquarters (German)



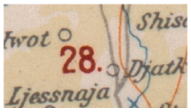
Northern Front Headquarters (Soviet)



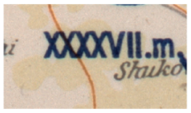
17. Armee Headquarters (German)



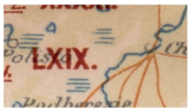
5th Army Headquarters (Soviet)


28.
Ljessnaja
Djatk

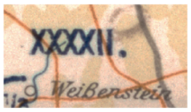
28th Army (Soviet)



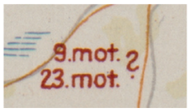
XXXXVII Armeekorps (motorisiert) (German)



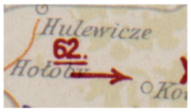
69th Corps (Soviet)


XXXXII.
Weißenstein

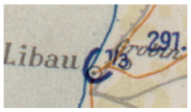
XXXXII Armeekorps (German)



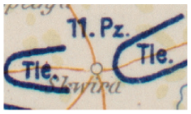
9th and 23rd Motorized Rifle Divisions, identification uncertain (Soviet)


Hulewicze
62.

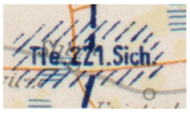
62nd Rifle Division (Soviet) moving


Libau
1/3
291.

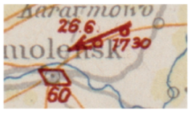
One third of the 291. Infanterie Division (German)


11. Pz.
Tle.
Tle.

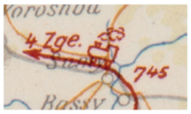
Elements of the 11. Panzer Division in two groups (German)


Tle. 221. Sich.

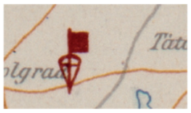
Elements of the 221. Sicherungs Division on occupation duty (German)



60 Soviet tanks moving at 1730 on 26 June



Four Soviet trains moving at 0745



Parachute regiment (Soviet)

8.7 (day.month)	8 July
16^{00} (time)	1600 (4.00 p.m.)
1/3	one third
2/3	two thirds
A.A. (Aufklärungsabteilung)	reconnaissance detachment (battalion)
abds. (abends)	evening
Abt (Abteilung)	detachment (battalion)
A.K. (Armeekorps)	army corps
Alle *or* Aller	all
Auffr (Auffrischung)	resting
Auflk (Aufklärung)	reconnaissance
Ausladungen *or* Ausldg	unloading
Bahnverk (Bahnverkher)	railroad traffic
Beiden	both
Belegt	loaded
Bewegungen	movements
Br. *or* Brig.	brigade
Brücken	bridges
Btl.	battalion
Celere	3rd Celere ('Fast') Division (Italian)
D. *or* Div.	division
dabei	including
Dampf	steam
Einz-Verk (Einsatz-Verkher)	operational traffic
etwa	approximately
Fahre	ferry
fahrend	travelling
Fallsch.Jg. (Fallschirmjäger)	parachute
Fest (Festung)	fortress
Fhz. (Fahrzeug)	vehicles
Feind	enemy
fluchtartig	hastily
G. *or* Geb (Gebirg)	mountain
Gd. *or* Grd. (Garde)	guard
Gefechtswert	combat value
Geschlagen	beaten
Gr. (Gruppe)	group
Grz *or* Grzj (Grenzjäger)	border guard
haltend *or* haltd	stationary
H.Kdo (Höheres Kommando)	Higher Command – i.e., Corps
I.R.	infantry regiment
I.R. Gr.D	Grossdeutschland Infanterie Regiment (motorisiert)

Ital.	Italian
K. *or* Kps.	corps
Kav	cavalry
K.B. *or* K.Br	cavalry brigade
K.D.	cavalry division
Keiner	none
Kfz (Kraftfahrzeug)	motor vehicles
K.K. *or* Kav.K.	cavalry corps
Kol. (Kolonne)	column
Kolonnen	columns
Kräfte	personnel
Kusten	coastal
l. *or* lei. (leichte)	light
Lager	camp
L.L. *or* Luftl. (Luftlande)	airborne/airlanding
m. *or* mot. (motorisiert)	motorized
Ma. (Masse)	bulk
Mar.	marine
M.G.	machine gun
M.G.B.	machine gun battalion
mit (or m.)	with
mittags	midday
Mitte	centre
n. (nach)	to
Nachhuten	rearguards
Nachm. (Nachmittag)	afternoon
Neuaufstellung	repositioning
neuen	new
NKWD	NKVD
Nord	north
o. (ohne)	minus
od. (oder)	or
Osten	east
Panzerzuge	armoured train
Pasubio	9th ‘Pasubio’ Infantry Division (Italian)
Pol. (Polizei)	SS Polizei (Police) Infanterie Division
Prol. (Proletarian)	workers
Pz (Panzer)	panzer (tank)
Rdf (Radfahr)	bicycle
Res	reserve
Reste *or* Rst	remnants
R.Gör	Regiment ‘Hermann Göring’ (Luftwaffe)

r.H. (Rückwärtigen Heeresgebietes)	Rear Area Command
Richfungen	directions
Rgt	regiment
Ruckzug	retreating
S. *or* Sich. (Sicherungs)	security
Sch. (Schützen)	rifle
schn (schnelle)	fast
Schwache	weak
sl. (slowakisch)	Slovakian
Sonder	special
Sperr	blocking
SS.A.H	SS Adolph Hitler Brigade (mot)
SS.R (Reich)	SS Das Reich Infanterie Division (mot)
SS.T (Totenkopf)	SS Totenkopf ('Death's Head' – i.e, Skull) Infanterie Division (mot)
SS.W (Wiking)	SS Wiking ('Viking') Infanterie Division (mot)
Stabe	staff
Starker *or* Stark	heavy
Süd	south
Tle. (Teile)	elements
Torino	52nd 'Torino' Infantry Division (Italian)
u. (und)	and
unbekannt *or* unbek	unknown
Ung. (ungarish)	Hungarian
v. *or* von	of
v. (verstärken)	reinforced
V.A. (Vorausabteilung)	forward detachment
Verb (Verbänden)	units
Verbleib	location
Verkehr *or* Verk	traffic
Vermischter	mixed
Versammlung	assembly
Verladung	loading
Versprengte	scattered
vor *or* vorm. (vormittags)	morning
Waffen	armed
Westen	west
Wg. (Wagon)	railroad cars
Zge *or* Zuge	train
Zurückgehe	retreating

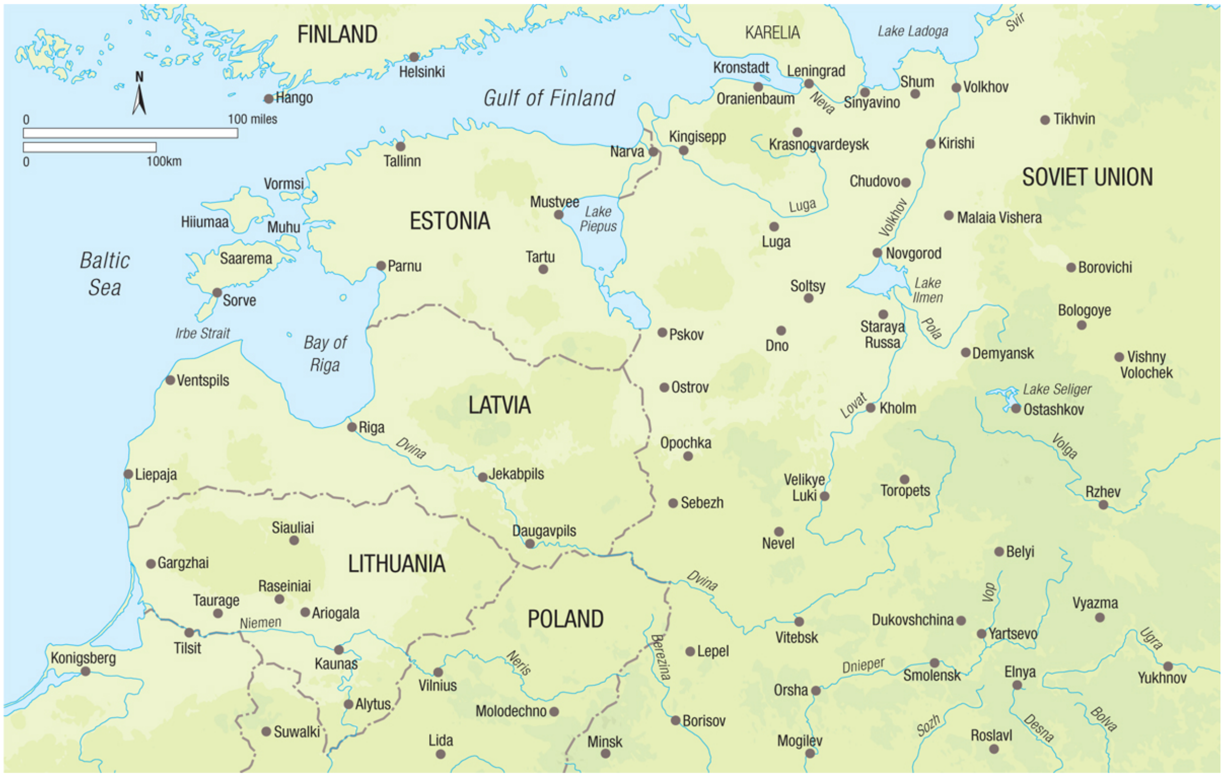
THEATRE OVERVIEW MAPS

The following three overview maps will help the reader follow the course of the army group narratives, which use the most familiar English names for places and rivers. Since the German language place names that appear on the situation maps are often quite different (for example, 'Schlauen' instead of 'Siauliai'), the glossary of place names here lists all of the place names in English used in the text alongside their German-language equivalents. Because many place names have changed since World War II and the end of the Cold War, the glossary also lists those currently in use (thus, 'Zaporizhzhia' instead of 'Zaporozhe').

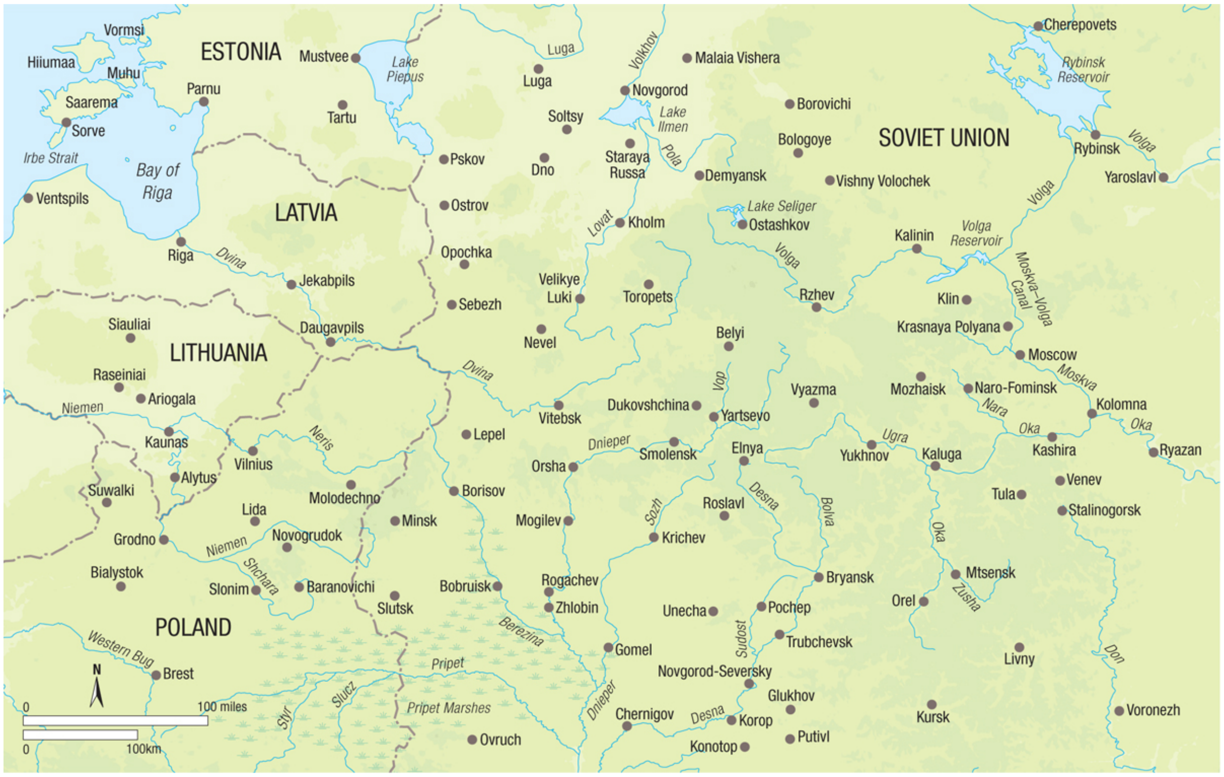
Some places mentioned in the text do not appear on any of the situation maps but are depicted on the three overview maps. In some cases, these places lie off the edges of all the situation maps. In others, they actually lie within the boundaries of the situation maps, but were too small and inconsequential to be depicted when German Army cartographers were drawing the maps. These places are identified in the glossary so that readers will avoid wasting time trying to find them on the situation maps.

The three overview maps and glossary include every place name that appears in the text except for several towns and cities in the immediate vicinity of Leningrad. It was impossible to fit all of these on the large-scale overview maps, but the reader should have little difficulty finding them on the Army Group North situation maps since they are all clustered in one small area.

ARMY GROUP NORTH

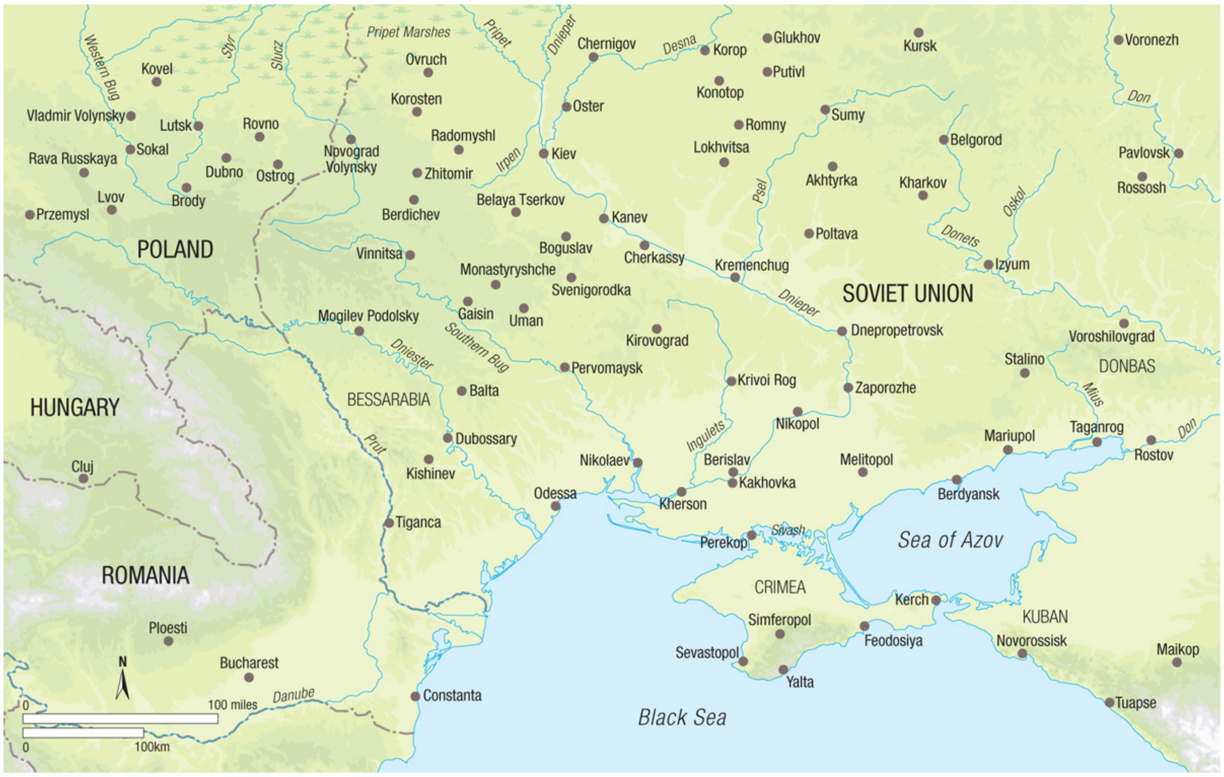

FINLAND
KARELIA
Lake Ladoga
Svir
Helsinki
Kronstadt
Leningrad
Shum
Volkhov
N
Hango
Gulf of Finland
Oranienbaum
Neva
Sinyavino
0
100 miles
0
100km
Tikhvin
Kingisepp
Krasnogvardeysk
Kirishi
Narva
Tallinn
Chudovo
SOVIET UNION
Vormsi
Luga
Mustvee
Lake Piepus
Volkhov
Malaia Vishera
Hiiumaa
Muhu
ESTONIA
Luga
Novgorod
Baltic Sea
Saarema
Parnu
Tartu
Borovichi
Soltsy
Lake Ilmen
Sorve
Staraya Russa
Pola
Bologoye
Irbe Strait
Bay of Riga
Pskov
Dno
Demyansk
Vishny Volochek
Ventspils
Ostrov
Lake Seliger
LATVIA
Lovat
Kholm
Ostashkov
Riga
Dvina
Opochka
Volga
Liepaja
Jekabpils
Velikye Luki
Toropets
Sebezh
Rzhev
Siauliai
Daugavpils
Nevel
Gargzhai
LITHUANIA
Belyi
Raseiniai
Dvina
Taurage
Ariogala
Vop
Vyazma
Niemen
POLAND
Vitebsk
Dukovshchina
Yartsevo
Tilsit
Ugra
Konigsberg
Berezina
Lepel
Kaunas
Neris
Dnieper
Smolensk
Elnya
Yukhnov
Vilnius
Orsha
Alytus
Molodechno
Borisov
Desna
Bolva
Sozh
Suwalki
Roslavl
Lida
Minsk
Mogilev

ARMY GROUP CENTRE

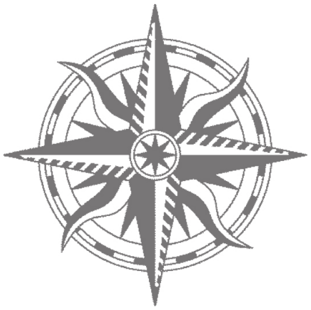


Vormsi
Hiiumaa
Muhu
ESTONIA
Mustvee
Lake Piepus
Luga
Luga
Volkhov
Malaia Vishera
Cherepovets
Rybinsk Reservoir
Saarema
Parnu
Novgorod
Sorve
Tartu
Soltsy
Lake Ilmen
Borovichi
Irbe Strait
Bay of Riga
Pskov
Dno
Staraya Russa
Pola
Bologoye
SOVIET UNION
Rybinsk
Volga
Demyansk
Vishny Volochek
Yaroslavl
Ventspils
LATVIA
Ostrov
Lake Seliger
Ostashkov
Lovat
Kholm
Volga
Riga
Dvina
Opochka
Volga
Kalinin
Volga Reservoir
Jekabpils
Velikye Luki
Toropets
Rzhev
Moskva–Volga Canal
Klin
Sebezh
Siauliai
Daugavpils
Nevel
Belyi
Krasnaya Polyana
LITHUANIA
Moscow
Raseiniai
Dvina
Vop
Vyazma
Mozhaisk
Naro-Fominsk
Moskva
Ariogala
Niemen
Vitebsk
Dukovshchina
Yartsevo
Kolomna
Nara
Kaunas
Neris
Lepel
Dnieper
Ugra
Oka
Oka
Vilnius
Smolensk
Elnya
Yukhnov
Kaluga
Kashira
Ryazan
Alytus
Orsha
Venev
Suwalki
Molodechno
Borisov
Desna
Tula
Lida
Roslavl
Bolva
Stalinogorsk
Minsk
Mogilev
Sozh
Oka
Grodno
Novogrudok
Krichev
Niemen
Shchara
Bryansk
Mtsensk
Bialystok
Rogachev
Slonim
Baranovichi
Bobruisk
Orel
Zhlobin
Unecha
Pochep
Zusha
Slutsk
POLAND
Berezina
Sudost
Trubchevsk
Gomel
Livny
Western Bug
Don
Pripet
Novgorod-Seversky
N
Brest
Glukhov
0
100 miles
Slucz
Pripet Marshes
Dnieper
Chernigov
Desna
Korop
Kursk
Voronezh
Styr
Putivl
0
100km
Ovruch
Konotop

ARMY GROUP SOUTH



Pripet Marshes
Western Bug
Styr
Slucz
Pripet
Dnieper
Desna
Irpen
Psel
Oskol
Donets
Don
Dniester
Southern Bug
Prut
Ingulets
Mius
Sivash
Danube
Kovel
Vladmir Volynsky
Lutsk
Rovno
Sokal
Rava Russkaya
Dubno
Ostrog
Brody
Lvov
Przemysl
Ovruch
Korosten
Radomyshl
Npvograd Volynsky
Zhitomir
Berdichev
Belaya Tserkov
Chernigov
Oster
Kiev
Kanev
Boguslav
Cherkassy
Korop
Glukhov
Putivl
Konotop
Romny
Lokhvitsa
Kursk
Sumy
Belgorod
Akhtyrka
Kharkov
Poltava
Kremenchug
Izyum
Voronezh
Pavlovsk
Rossosh
POLAND
Vinnitsa
Monastyryshche
Svenigorodka
Gaisin
Uman
Mogilev Podolsky
SOVIET UNION
Dnepropetrovsk
Voroshilovgrad
Stalino
DONBAS
Kirovograd
Pervomaysk
Krivoi Rog
Zaporozhe
BESSARABIA
Balta
HUNGARY
Nikopol
Taganrog
Rostov
Mariupol
Dubossary
Kishinev
Nikolaev
Berislav
Kakhovka
Melitopol
Cluj
Odessa
Kherson
Berdyansk
Tiganca
Perekop
Sea of Azov
ROMANIA
CRIMEA
Kerch
KUBAN
Simferopol
Feodosiya
Novorossisk
Maikop
Ploesti
Sevastopol
Yalta
Bucharest
Constanta
Tuapse
Black Sea
N
0
100 miles
0
100km

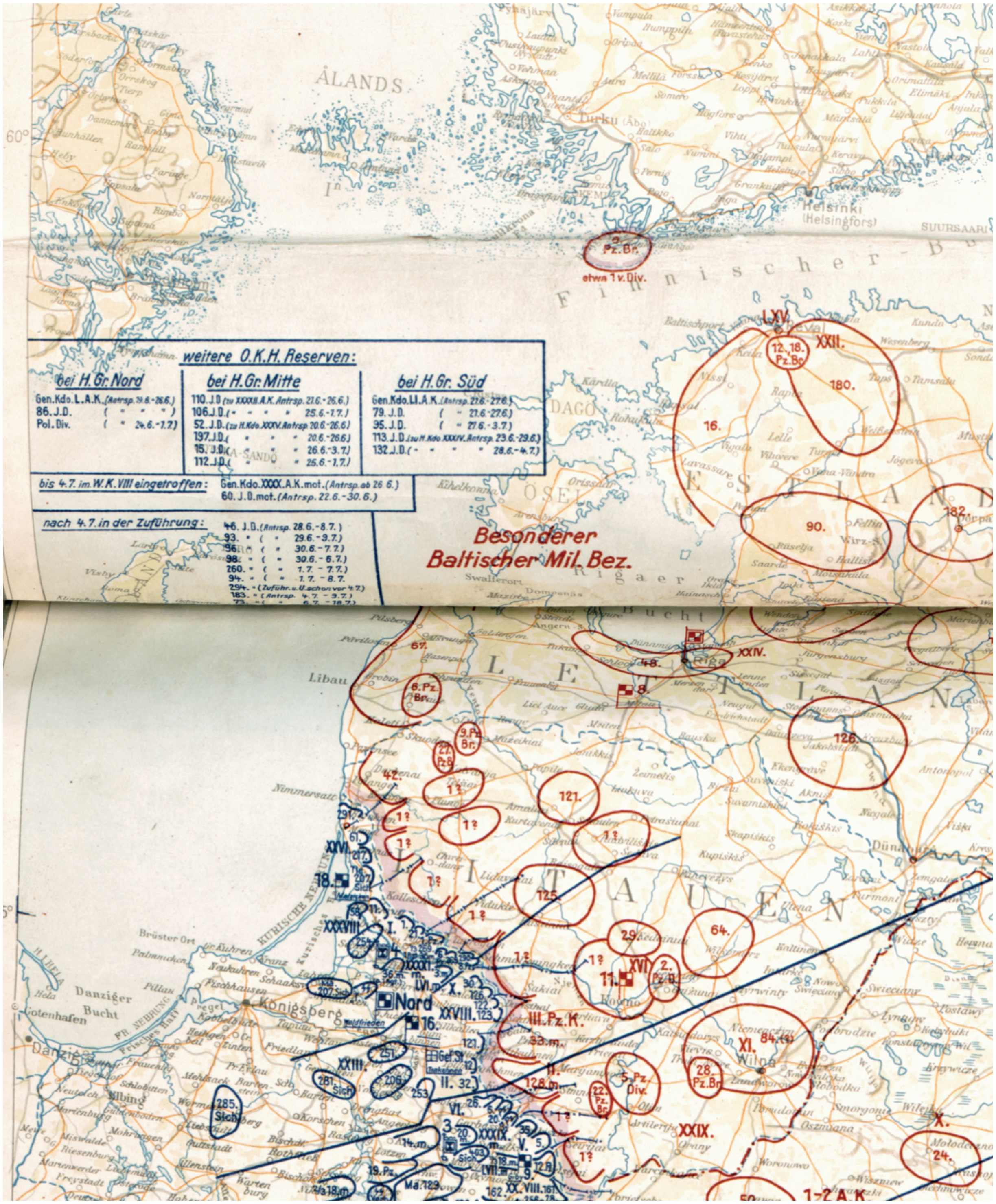


PART ONE

ARMY GROUP NORTH

ARMY GROUP NORTH

21 JUNE


ÅLANDS
Helsinki (Helsingfors)
Finnischer Busen
weitere O.K.H. Reserven:
bei H.Gr. Nord
bei H.Gr. Mitte
bei H.Gr. Süd
bis 4.7. im W.K. VIII eingetroffen:
nach 4.7. in der Zuführung:
Besonderer Baltischer Mil. Bez.
DAGO
ÖSEL
ESTLAND
LETTLAND
LITAUEN
Riga
Libau
Königsberg
Danzig
Nord
16.
18.
Wilna
III.Pz.K.
XXIX.

Field Marshal Wilhelm von Leeb’s Army Group North was the smallest of the three German army groups. It consisted of Colonel General Ernst Busch’s 16. Armee, Colonel General Georg von Küchler’s 18. Armee, and Colonel General

Erich Hoepner's Panzergruppe 4. Leeb had just three panzer and three motorized infantry divisions. One of the latter was the SS Totenkopf, which initially suffered from inferior training and leadership. Its commander, Gruppenführer Theodor Eicke – former head of the concentration camp network – complained that the SS recruiting system sent him too many men with criminal pasts.

Hoepner started the campaign with 590 tanks, including 27 unarmed command tanks, 139 Panzer IIs with 20mm main guns, and 273 Czech tanks armed with only slightly more effective 37mm guns. Moreover, 155 of the Czech tanks were obsolete Panzer 35(t)s – all concentrated in the 6th Panzer Division – for which almost no spare parts were available. Hoepner had just 151 Panzer IIIs and IVs armed with 50mm and 75mm guns – although even these would prove ineffectual against Soviet T-34 and KV heavy tanks.

Army Group North's ultimate objective – the city of Leningrad – was relatively close to the border (460 miles/740 kilometres as compared to 607 miles/976 kilometres from Army Group Centre's start line to Moscow). Its advance towards Leningrad would initially run through the three Baltic states – Lithuania, Latvia, and Estonia – which Stalin had invaded and forcibly incorporated into the Soviet Union in 1940. Their populations were generally hostile to the Soviets and included significant ethnic German minorities.

The Baltic region was not great tank country, but it was better than the terrain Army Group North would encounter once it crossed over into Russia proper. There, a vast expanse of dense forests and swamps guarded the southern approaches to Leningrad, and the sluggish Luga River ran perpendicularly across the direct axis of advance about 60 miles (100 kilometres) from the city. The terrain beyond the river was little better except for a dry corridor running from Kingisepp to Krasnogvardeysk. Moreover, as the front approached Leningrad, the width of the crucial sector in front of the city that the Red Army had to defend would shrink steadily as Army Group North's advance funnelled into the narrow region bounded on the east by Lake Ilmen and the Volkhov River, and on the north by the Gulf of Finland.

Opposing Leeb was Colonel General Fyodor I. Kuznetsov's Baltic Special Military District – which became the Northwestern Front once hostilities began. It had the 8th and 11th Armies – each with a subordinate mechanized corps – deployed along the border in Lithuania, and the 27th Army in reserve well to the rear in Latvia and Estonia. The 8th Army's 12th Mechanized Corps fielded 725 light tanks. The 11th Army's 3rd Mechanized Corps was more powerful because its 642 tanks included 51 heavy KVs in the 2nd Tank Division and 50 T-34s in the 5th Tank Division.

When Army Group North entered Russia proper, it would also face Colonel General Markian Popov's Leningrad Military District – which became the Northern Front. It was tasked with defending the Soviet Union's 800-mile (1,300-kilometre) border with Finland, which was anxious to regain territory lost in Stalin's unprovoked invasion of 1939–40. Popov had the 23rd Army with its subordinate 10th Mechanized Corps defending Karelia north of Leningrad, and the 7th and 14th Armies screening the rest of the border. He also had the 1st Mechanized Corps in reserve south of Leningrad, but one of its two tank divisions would initially see action near Kandalaska, 600 miles (1,000 kilometres) to the north.

The 10th Mechanized Corps had about 650 old light and medium tanks, while the 1st Mechanized Corps possessed no fewer than 1,030, plus half a dozen new KVs. Additional KVs rolling right off the assembly line of the Kirov Tank Factory in Leningrad would join the Northern Front after war broke out.

Hitler's Barbarossa Directive stressed the importance of destroying the Red Army west of the Dvina and Dnieper. A quick thrust from Tilsit to Riga could cut off the entire Soviet 8th Army and pin it against the Baltic coast. However, Leeb's plan for the first phase of the campaign instead prioritized opening the shortest route to Leningrad.

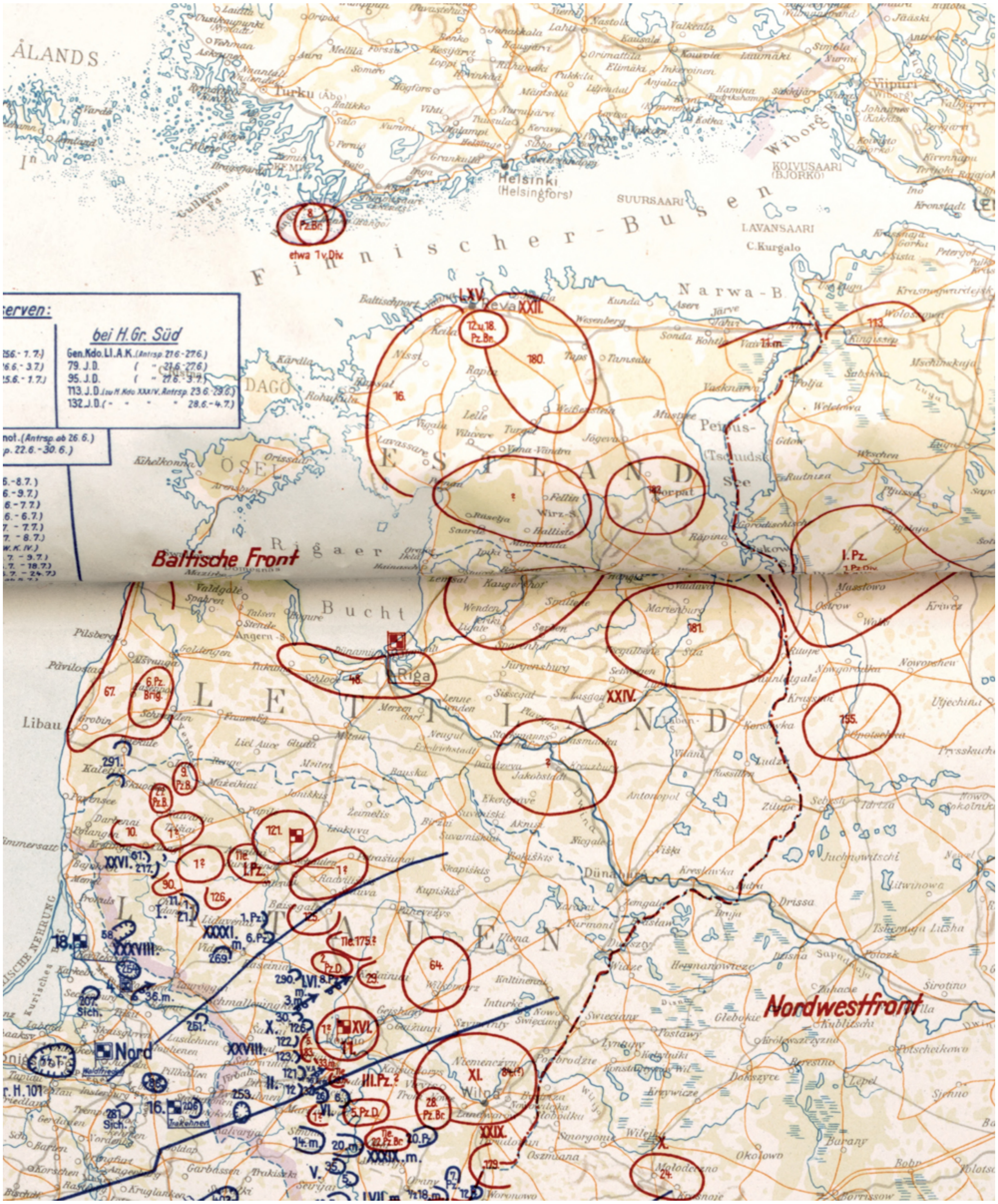
- On Leeb's left wing, the all-infantry 18. Armee's primary missions were to capture Riga and destroy the Soviet 8th Army. It also had to capture the ports of Liepaja – an important Soviet naval base – and Ventspils, and mop up the Kurland Peninsula.
- Panzergruppe 4 would strike Army Group North's main blow from the Tilsit area. Its primary objective was to seize bridgeheads across the Dvina at Jekabpils and Daugavpils well south of Riga. That would prevent the Soviets from forming a defensive line along the river blocking the best

route towards Leningrad, which ran through a narrow corridor of marginally good tank country between Daugavpils and Pskov which was flanked on either side by large tracts of forest and swamp.

- On Army Group North's right wing, the all-infantry 16. Armee would have to fight its way across the Niemen River to capture its first objective – Kaunas, the capital of Lithuania. The 18. Armee and Panzergruppe 4 did not have to cross the Niemen by assault since the border between East Prussia and Lithuania ran approximately 10 miles (16 kilometres) north of the river.

ARMY GROUP NORTH

23 JUNE



ÅLANDS
Turku (Åbo)
Helsinki (Helsingfors)
Finnischer-Busen
Narwa-B.
bei H.Gr. Süd
Baltische Front
Rigaer Bucht
Riga
Libau
Dünaburg
Nordwestfront
Wilna
Nord

Panzergruppe 4 threw one infantry, two motorized, and three panzer divisions against the 125th Rifle Division, which was defending the seam between the 8th and 11th Armies. Yet, Colonel General Georg-Hans Reinhardt's XXXXI

Armeekorps (mot) met strong resistance at Taurage, and poor roads running through sandy forests also delayed its advance. The 1. and 6. Panzer Divisions both failed to seize bridgeheads over the Dubyssa River that day as planned.

General Erich von Manstein's LVI Armeekorps (mot) made a clean breakthrough on 22 June. The 8. Panzer Division advanced 60 miles (96 kilometres) and captured the vital wooden highway viaduct over the Dubyssa River at Ariogala. It continued sprinting east on 23 June against minimal resistance with the 3. Infanterie Division (mot) and 290. Infanterie Division following behind.

Over on Army Group North's right wing, General Busch's 16. Armee attacked eastward south of the Niemen River. Although the army encountered strong resistance in some places, opposition was generally light, and bad roads did as much to slow the army's advance as Soviet troops. By nightfall on 23 June, it was closing in on Kaunas, with an ad hoc motorized forward detachment (*Vorausabteilung* or VA) racing towards the city in front of the infantry divisions.

Soviet resistance was also slight on Army Group North's left wing, where just two Red Army rifle divisions and one regiment of a third opposed General Küchler's 18. Armee. XXVI and I Armeekorps both advanced 12–15 miles (20–25 kilometres) on 22 June, although the 61. Infanterie Division had to fight a prolonged battle to take the town of Gargzhai. On the army's far left flank, the 291. Infanterie Division had the mission of capturing Liepaja. Its Infanterie Regiment 505 advanced an astounding 40 miles (65 kilometres) on 22 June and reached the area east of the port the following day.

At 2115 on 22 June, Stalin and Defence Minister Marshal Semyon K. Timoshenko issued People's Commissariat for Defence (NKO) Directive No. 3, which ordered two counteroffensives the following day to eliminate the penetrations achieved by Army Group Centre's Panzergruppe 3 at Alytus and Army Group South's Panzergruppe 1 at Vladimir Volynsky. Due to chaotic conditions at the front and a general breakdown in communications, the NKO was unaware of the penetrations made by Army Group North's Panzergruppe 4 across the Dubyssa and by Army Group Centre's Panzergruppe 2 near Brest.

Directive No. 3 accordingly instructed the Northwestern and Western Fronts to launch a pincer attack on the Suwalki salient on 23 June, destroy Panzergruppe 3, and capture Suwalki the next day. Kuznetsov could not implement these orders since he had already committed most of his reserves against Panzergruppe 4, which had split the Northwestern Front in two right on the seam between the 8th and 11th Armies. It seemed likely that Hoepner would thrust northeast from Taurage to Siauliai, then push on to Riga to cut off the 8th Army. Kuznetsov had accordingly ordered the 12th Mechanized Corps to block the road to Siauliai with its 202nd Motorized Division and assail Hoepner's left flank with its 23rd and 28th Tank Divisions.

Kuznetsov had also ordered the 3rd Motorized Corps to rush its 2nd Tank Division west to attack Hoepner's right flank. Like ships passing in the night, the 2nd Tank Division and the 8. Panzer Division spent 23 June driving in opposite directions on parallel routes. That left only the 3rd Mechanized Corps' 5th Tank Division and 84th Motorized Rifle Division available for the Suwalki counterthrust. However, the former had already expended most of its strength vainly counterattacking the 7. Panzer Division on 22 June (see Army Group Centre section) and the latter possessed just 149 light tanks.

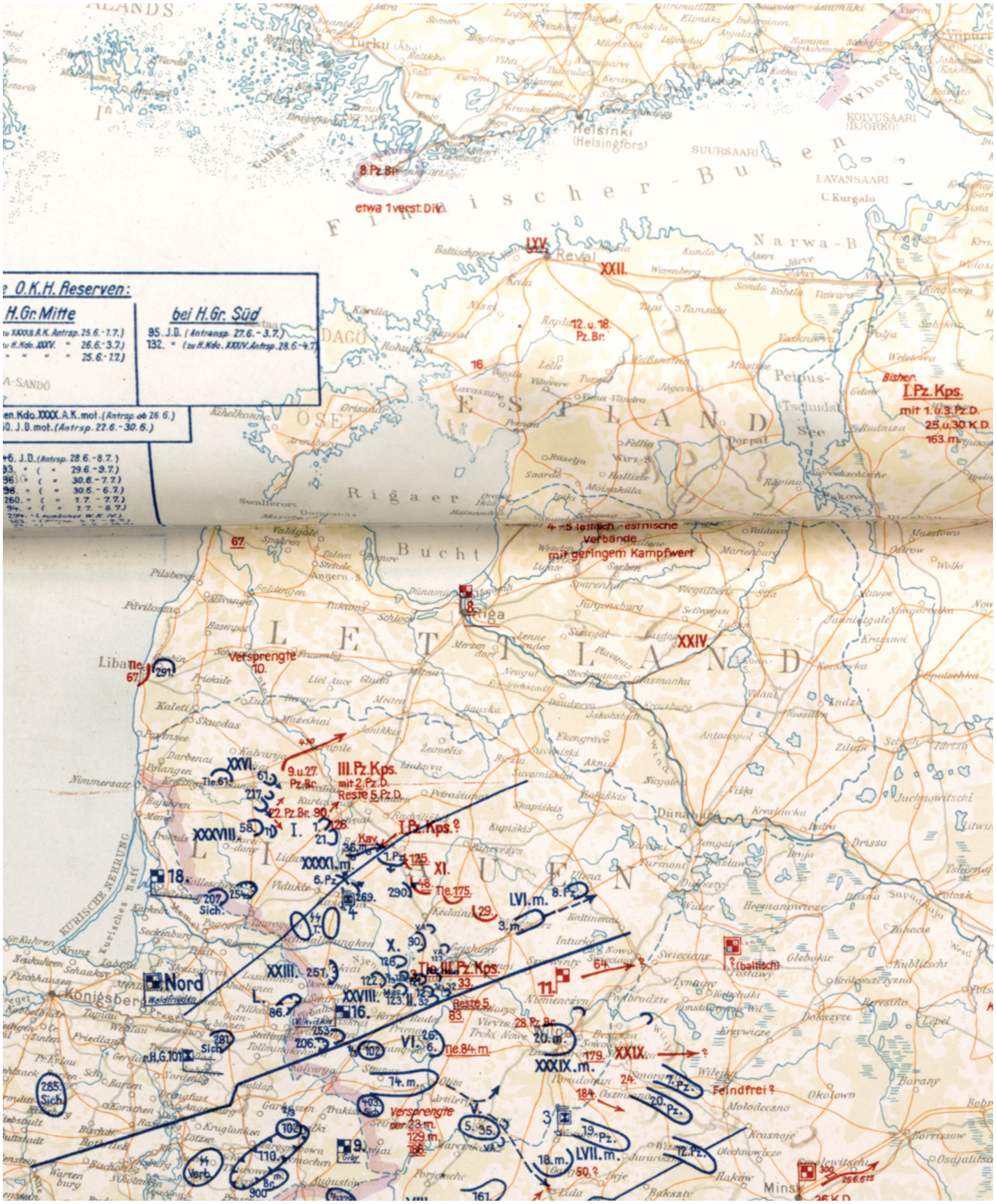
The weak resistance encountered on 22 June caused Leeb to suspect that the Soviets had gotten advance warning of the invasion and pulled most of Northwestern Front back across the Dvina River, leaving only rearguards to screen the border. His fears proved unfounded the next day, when XXVI and I Armeekorps ran headlong into the counterattacking 23rd and 28th Tank Divisions. Neither division had any heavy tanks, and maintenance problems immobilized many of their roughly 600 light tanks. Others dropped out during the approach march due to breakdowns and fuel depletion, and German aircraft destroyed 44, leaving fewer than 200 all told. The Germans easily repelled both attacks, destroyed many tanks, and isolated the 23rd Tank Division's motorized rifle regiment from the rest of the division.

The map correctly places the 2nd Tank Division, but Army Group North still knew little or nothing about the other Soviet mobile formations opposing it. The only hint of the 23rd and 28th Tank Divisions are the imaginary 22nd and 9th Tank Brigades shown lurking behind the 8th Army's front.

Although Northern Front faced north and had the mission of defending the Soviet Union’s border with Finland, its commander, General Popov, was ‘looking over his shoulder’ almost as soon as the war began. On 23 June, he took the precaution of sending his deputy, Lieutenant General K. P. Piadyshev, to reconnoitre a defensive line to protect Leningrad against attack from the south.

On 23 June, Stalin formed the Main Command of the Armed Forces of the USSR (commonly known by its acronym ‘Stavka’) to control the war effort. Its members included – among others – Stalin, General Georgy Zhukov (head of the General Staff), and Timoshenko, who served as chairman.

ARMY GROUP NORTH
25 JUNE


e O.K.H. Reserven:
H.Gr. Mitte
bei H.Gr. Süd
95. J.D. (Antransp. 27.6.-3.7.)
132. " (zu H.Kdo. XXXIV. Antrsp. 28.6.-4.7.)
en.Kdo. XXXX. A.K. mot. (Antrsp. ab 26.6.)
60. J.D. mot. (Antrsp. 22.6.-30.6.)
Finnischer Busen
Helsinki (Helsingfors)
Turku (Åbo)
8. Pz. Br.
etwa 1 verst. Div.
LXV.
Reval
XXII.
12. u. 18. Pz. Br.
ESTLAND
Peipus-See
Bisher I. Pz. Kps. mit 1. u. 3. Pz. D. 25. u. 30. K.D. 163. m.
Rigaer Bucht
Riga
4-5 lettisch-estnische Verbände mit geringem Kampfwert
LETTLAND
XXIV.
Dünaburg
Libau
Versprengte 10.
67.
III. Pz. Kps. mit 2. Pz. D. Reste 5. Pz. D.
I. Pz. Kps. ?
XI.
LITAUEN
LVI. m.
XXXVIII.
XXXXI. m.
Nord
Königsberg
16.
XXIII.
XXVIII.
II.
X.
VI.
Tle. III. Pz. Kps.
11.
XXIX.
XXXIX. m.
Feindfrei ?
Versprengte der 23. m.
LVII. m.
Minsk

On 24 June, the Soviets seized the initiative in the centre of Army Group North’s sector. The 2nd Tank Division crushed the 6. Panzer Division’s bridgehead east of Raseiniai, routed Schutzen (‘Rifle’ – i.e., motorized infantry) Regiment 114 and Kradschutzen ('Motorcycle') Battalion 6, and pursued their fleeing survivors across the river. Although many of the division's original 32 KV-1s, 19 KV-2s, and 50 T-34s had broken down, enough reached the battlefield to stun German tank crews and antitank gunners who found their weapons useless against these juggernauts. Soviet tank fire was also ineffective, however, because the guns had not been boresighted and ammunition was in short supply. The KVs acted as battering rams as they rampaged down the road towards Raseiniai, crushing German guns and trucks, and overturning a panzer company commander's tank. They ran out of fuel short of the town since they had received no resupply after the previous day's lengthy road march.

General Reinhardt responded to this crisis by summoning the SS Totenkopf Division forward to backstop the shaken 6. Panzer Division and ordering the 36. Infanterie Division (mot) and the 1. Panzer Division to push east beyond the 2nd Tank Division's open, northern flank, then wheel south and southwest to fall on it from behind. XXXXI Armeekorps (mot) began mopping up the immobilized Soviet division on 25 June.

The 18. Armee repelled another weak counterattack by the 23rd Tank Division on 24 June and continued its advance. I and XXXXVIII Armeekorps drove 8th Army northward while XXVI Armeekorps threatened it with encirclement from the west. At 0430 on 25 June, a German reconnaissance plane spotted elements of the decimated Soviet tank divisions – which OKH continued to misidentify as the 9th, 22nd, and 27th Tank Brigades – falling back across the Venta River. Over on the Baltic coast, the 291. Infanterie Division was closing in on Liepaja and had cut the roads to the north and east.

Meanwhile, LVI Armeekorps (mot) had reached the highway between Kaunas and Daugavpils and was driving up it to the northeast with 8. Panzer Division in front and the 3. Infanterie Division (mot) closing up from behind. The corps was advancing so rapidly that Northwestern Front was largely unaware of its progress. Yet, even if General Kuznetsov had known its location and objectives, there was little he could have done about it. The entire 12th Mechanized Corps was fighting at Siauliai, and the Germans had the 3rd Mechanized Corps' detached 2nd Tank Division encircled at Raseiniai. The rest of the 3rd Mechanized Corps was vainly trying to contain Panzergruppe

3's breakthrough at Vilnius in Army Group Centre's sector. There were no other motorized reserves available to oppose Manstein.

Well behind LVI Armeekorps (mot), the 16. Armee had taken Kaunas and seized the crossing over the Niemen River there and at several other points. To speed their advance, the 30. and 123. Infanterie Divisions cobbled together forward detachments using whatever motorized sub-units they possessed. German infantry divisions across the Eastern Front were resorting to this expedient, since although their footsore infantrymen made punishing forced marches day after day, the gap between them and the fast-moving panzers steadily widened.

On 25 June, General Kuznetsov ordered his badly battered 8th and 11th Armies to fall back and form a new line north of the Dvina River with Northwestern Front's reserve 27th Army, which was moving down from Latvia and Estonia. Its 22nd and 24th Rifle Corps had four rifle divisions – the 180th, 181st, 182nd, and 183rd – manned predominantly by Latvian and Estonian conscripts. The Germans rightly judged that many of them would be unenthusiastic about fighting for the Soviets. However, Stalin also ordered the 22nd Army and the 21st Mechanized Corps from Stavka's strategic reserves to reinforce the Dvina line.

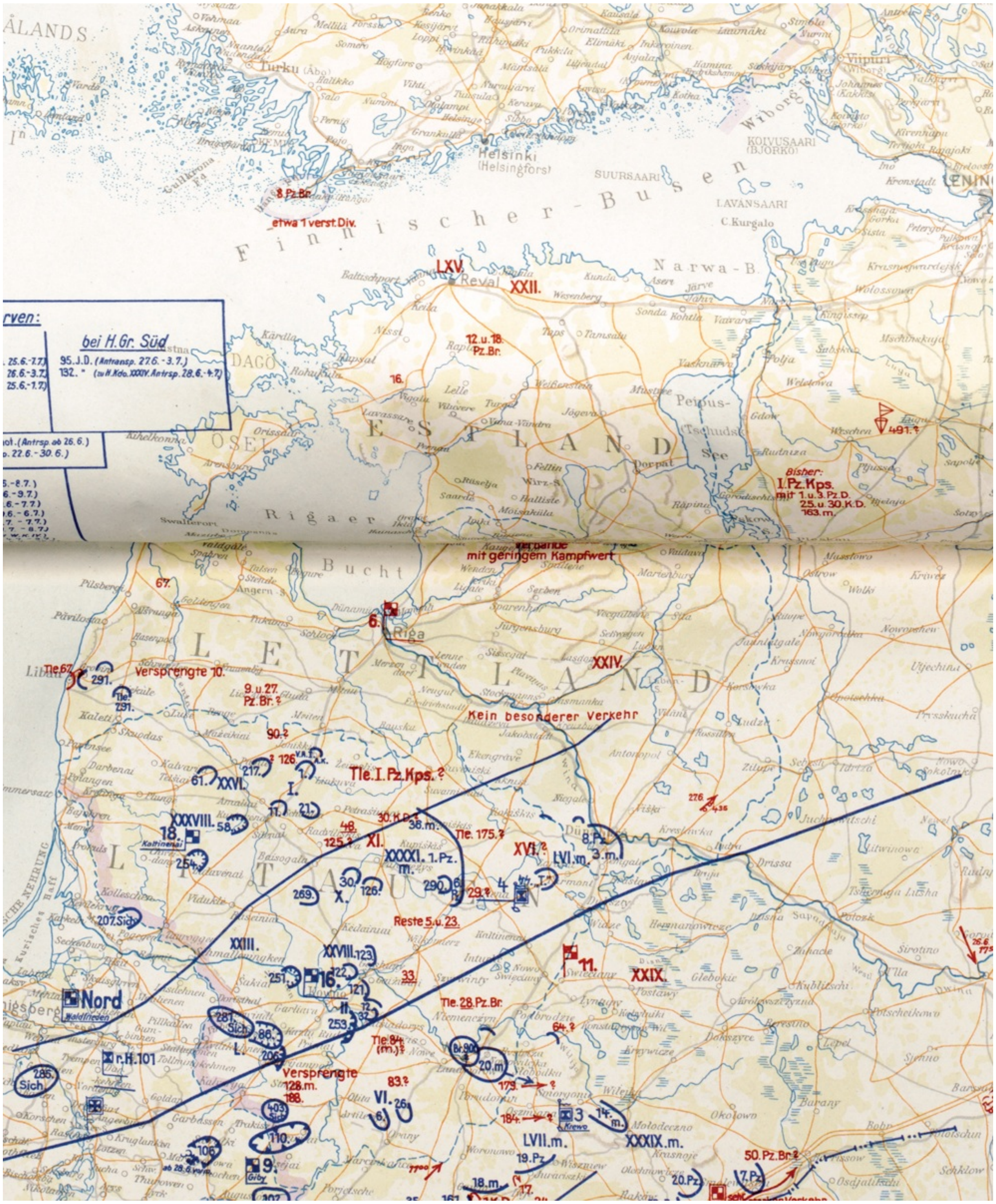
The map is misleading in several respects. First, it shows the entire 3rd Mechanized Corps concentrated around Siauliai. In reality, the 2nd Tank Division was east of Raseiniai, while the rest of the corps – including the 5th Tank Division – was battling Army Group Centre far to the southeast. Second, the map depicts 1st Mechanized Corps trying to break the Raseiniai encirclement when it was actually over 240 miles (385 kilometres) to the northeast and moving in the opposite direction!

The 1st Mechanized Corps belonged to the Northern Front. Most of it started the war near Pskov, but the 1st Tank Division was already en route to Kandalaksha, near the Finnish border about 600 miles (1,000 kilometres) north of Leningrad. As soon as he received word of the German attack, Northern Front's commander, Lieutenant General Markian M. Popov, ordered the rest of 1st Mechanized Corps to move towards Leningrad so it could quickly respond to the Finnish invasion that he expected within a few days.

As Popov feared, the Finnish Army, reinforced by two German corps, invaded the Soviet Union on 25 June. The Finns called this the Continuation War because their objective was to reclaim the territory Stalin had taken from them during the November 1939–March 1940 Winter War. Yet, Popov could not ignore the threat from the south. Thus, on the very day the Finns attacked, he ordered Piadyshev to build a fortified line behind the Luga River about 60 miles (96 kilometres) southwest of Leningrad. Within days, tens of thousands of civilians were at work on the Luga defences and three other fortified lines closer to the city.

ARMY GROUP NORTH

27 JUNE


Finnischer-Busen
Helsinki
Reval
Riga
ESTLAND
LETTLAND
Peipus-See
Dorpat
Nord
8.Pz.Br.
etwa 1 verst.Div.
LXV.
XXII.
12.u.18. Pz.Br.
Bisher: I.Pz.Kps. mit 1.u.3.Pz.D. 25.u.30.K.D. 163.m.
bei H.Gr. Süd
Versprengte 10.
Kein besonderer Verkehr
Tle.I.Pz.Kps.?
XXIV.
Reste 5.u.23.
Versprengte
Tle.28.Pz.Br.
11.
XXIX.
XVI.
LVI.m.
XXXXI.
LVII.m.
XXXIX.m.
50.Pz.Br.?

At 0800 on 26 June, 8. Panzer Division – aided by Russian-speaking Brandenburger special operations troops masquerading as Red Army soldiers – achieved Army Group North's first strategic objective by seizing the road and rail bridges at Daugavpils intact and establishing a bridgehead on the right bank of the Dvina River. The division had advanced about 200 miles (320 kilometres) in just four days, but now fuel shortages immobilized it. The same was true of the 3. Infanterie Division (mot) after it seized another Dvina crossing just upstream the next day.

Manstein's lightning thrust to Daugavpils preempted the Northwestern Front's efforts to form a new defensive line on the Dvina. Kuznetsov ordered immediate counterattacks with whatever forces were available. At first, only lightly armed elements of the 5th Airborne Corps – a division-sized formation comprising three airborne brigades – were on hand. The 8. Panzer Division easily repulsed their first counterattack on 27 June. LVI Armeekorps (mot)'s advance had also blocked some of the 11th Army's intended retreat routes and isolated it from the 8th Army. The bulk of the 11th Army had to flee eastward with both flanks 'in the air'. Even as Manstein was driving a wedge between Northwestern Front's two front-line armies, Army Group Centre's Panzergruppe 3 captured Vilnius, irrevocably separating 11th Army from Western Front's 3rd Army.

XXXXI Armeekorps (mot) finished off the encircled 2nd Tank Division on 26 June, allowing Hoepner to release the SS Totenkopf Division to join LVI Armeekorps (mot). Reinhardt's own divisions swiftly reorganized, turned around, and raced east to come up abreast with Manstein's corps on the Dvina. Their first mission was to seize a bridgehead across the river at Jekabpils. Although they were several days behind schedule, they advanced rapidly without meeting any major resistance. Jekabpils still seemed lightly defended since Luftwaffe aerial reconnaissance detected no special traffic (*kein besonderer Verkehr*) in the vicinity.

Although the battles at Raseiniai and near Siauliai ended in German victories, the 15th Tank Corps' and 2nd Tank Division's sacrifices had not been entirely in vain. They had detained Reinhardt's motorized corps for three days – which had the ripple effect of delaying LVI Armeekorps (mot)'s advance as well (see 30 June below). They also prevented 18. Armee's right wing from making a rapid thrust to Riga and thereby won time for the battered 8th Army to begin a general withdrawal eastward across the Dvina River. I Armeekorps formed a fast-moving forward detachment to pursue the retreating Soviets.

One of the myths of Operation *Barbarossa* is that Stalin universally prohibited Red Army formations from retreating in 1941 and thus ensured their destruction – as Hitler would do to Wehrmacht units in 1942–45. However, the reality is that Soviet formations – including the 8th Army – frequently conducted major operational and even strategic withdrawals in 1941. There were exceptions, of course – most notably at Kiev in September – where Stalin doomed entire armies and fronts to annihilation by ruling out retreats. However, in many cases, the German panzers advanced so rapidly and sowed so much confusion in the enemy camp that major Soviet formations found themselves encircled before they became fully aware of the danger.

The 291. Infanterie Division continued its attack on Liepaja. Realizing that the port could not hold out much longer, the Baltic Fleet ordered the naval base to scuttle all vessels that were incapable of escaping. These included five submarines, the old destroyer *Lenin*, an icebreaker, and several smaller ships.

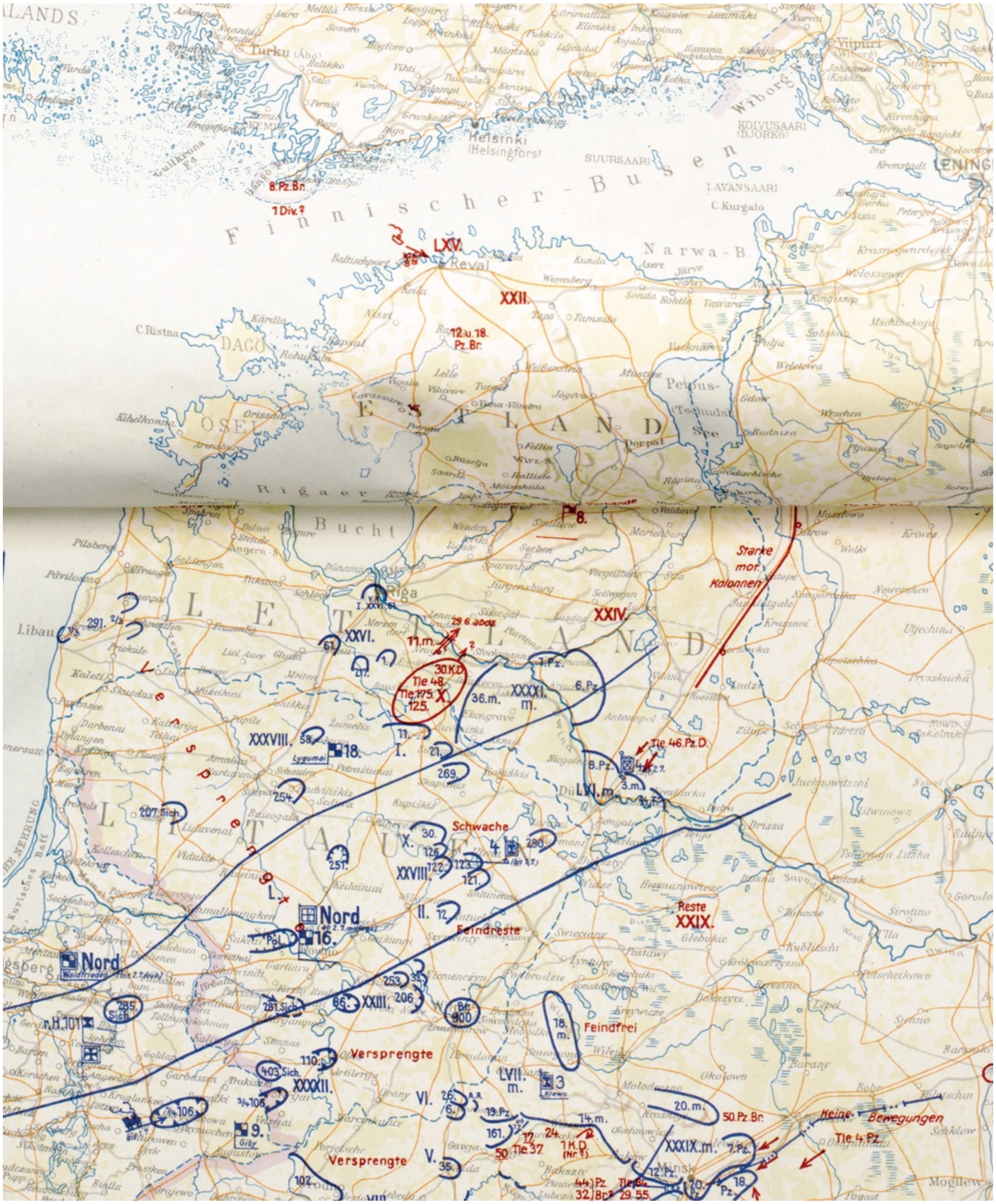
The bulk of the 16. Armee did not advance very far between 25 and 27 June. Traffic jams were probably to blame, since multiple divisions converging on Kaunas had to funnel through the city and across its Dvina River bridges before they could fan out on the other side. However, X Armeekorps' 30. and 126. Infanterie Divisions, which had already vaulted over the river several days earlier, moved more quickly. They wheeled north to cover the left and rear of Reinhardt's XXXXI Armeekorps (mot) as it sped northeast.

OKH was starting to get better information about the 1st Mechanized Corps. Although the map indicates that it might be at the front in Lithuania, the corps also appeared north of Pskov (out of frame on this cropped image) – with the 1st and 3rd Tank and 163rd Motorized Rifle Divisions – and the notation that they had hitherto (*bisher*) been located there.

The peace treaty which terminated the 1939–40 Winter War gave the Soviet Union the right to establish and fortify a naval base at the port of Hango, which was located on a peninsula at Finland's extreme southern point. Ever since the Continuation War began on 25 June, a small Finnish force had been besieging Hango's garrison but made no attempt to capture the port.

ARMY GROUP NORTH

30 JUNE


Finnischer-Busen
Helsinki (Helsingfors)
Reval
LXV.
XXII.
12.u.18. Pz.Br.
8.Pz.Br.
1 Div.?
ESTLAND
Peipus-See
Dorpat
Rigaer Bucht
Riga
LETTLAND
LITAUEN
XXVI.
XXXXI. m.
X.
30.K.D.
1.Pz.
6.Pz.
8.Pz.
3.m.
LVI.m.
XXIV.
Starke mot. Kolonnen
Tle 46.Pz.D.
XXXVIII.
18.
I.
XXVIII.
II.
Nord
16.
Nord
Schwache
Reste XXIX.
Feindreste
XXIII.
XXXXII.
9.
Versprengte
Feindfrei
LVII. m.
3
VI.
V.
XXXIX.m.
20.m.
50.Pz.Br.
Heine-Bewegungen
Tle 4.Pz.
Minsk
Libau
Kowno
Wilna
Drissa
Mogilew

Manstein wanted to push on to Leningrad as soon as possible, but a solo thrust by his LVI Armeekorps (mot) probably would not have succeeded. It was already alone deep in enemy territory with inadequate supplies and was unusually weak. Its solitary panzer division had just 30 Panzer IVs; all of its other 167 tanks were Panzer IIs and Panzer 38(t)s. It's hardly surprising that Hoepner ordered Manstein to wait for the rest of Panzergruppe 4 to catch up with him.

As it turned out, just holding the bridgehead was not easy. The 21st Mechanized Corps, billeted before the invasion at Idrtza 85 miles (137 kilometres) northeast of Daugavpils, began counterattacking on 28 June. Although its 42nd and 46th Tank Divisions had almost no tanks on 22 June, they received two T-34s and 105 BT-7s from the Frunze Military Academy in Moscow. Manstein admitted 'at a number of points the situation became quite critical', and only supplies flown in by the Luftwaffe allowed him to hold out.

Meanwhile, the rest of Army Group North was advancing in several sectors:

- The 291. Infanterie Division took Liepaja on 29 June.
- That same day, troops of the 18. Armee's I Armeekorps captured the railway bridge at Riga intact. However, a counterattack by militiamen and troops of the 10th and 25th Rifle Divisions quickly eliminated the tiny bridgehead. Reinforced by the XXVI Armeekorps' forward detachment and the 61. Infanterie Division, the Germans took Riga two days later.
- XXXXI Armeekorps (mot)'s 1. Panzer Division seized a bridgehead at Jekabpils on 28 June, and the 6. Panzer Division secured another pair further upstream. With limited bridging material available, the 6. Panzer Division had to cobble together a trestle bridge, a pontoon trestle bridge, a box girder trestle bridge, and captured barges to get over the river. By 30 June, the corps had united its various bridgeheads.

Although Hitler's Barbarossa Directive prioritized destroying the Red Army west of the Dvina and Dnieper rivers, Army Group North did not achieve this. Most of the 8th Army's troops in western Lithuania and Latvia slipped through Riga before 18. Armee took the city. Now, elements of the 8th Army were escaping across the Dvina through the gap that yawned between Riga and Jekabpils, pursued only by a few slow-marching German infantry divisions.

A westward attack by the 36. Infanterie Division (mot) might have cut off some of the retreating Soviet units south of the river, but instead it merely guarded XXXXI Armeekorps (mot)'s left flank. If the entire corps had wheeled left from its bridgehead and thrust northwest to the Bay of Riga, it might have 'bagged' the entire 8th Army. However, Hoepner and Reinhardt were both fixated on the advance to Leningrad and paid little attention to the 8th Army. Their failure to destroy it would negatively impact Army Group North's operations throughout the rest of the 1941 campaign.

Elements of the 11th Army also escaped through a wide gap that loomed below Army Group North's boundary with Army Group Centre. It had emerged when the 9. Armee's left flank had veered further south than planned so it could envelop Soviet forces in the Minsk salient. Colonel General Hermann Hoth's Panzergruppe 3 was moving away from Army Group North's flank at a 90-degree angle as it raced southeast towards Minsk. Leeb accordingly had to commit Army Group North's only reserve, the XXIII Armeekorps – joined by L Armeekorps from OKH's reserves – to cover the gap. Army Group North badly needed these units, including the 86. and 206. Infanterie Divisions, at the front, but instead they were echeloned far behind the 16. Armee's right flank. Indeed, they actually operated below the inter-army group boundary – which OKH left unaltered in hopes that 9. Armee's left wing would eventually move back in line with it.

Logistics became a problem for Army Group North barely a week into the invasion. By 30 June, dozens of trains were stuck in traffic jams at transfer points where supplies were unloaded from German rolling stock and reloaded on captured Soviet trains that could use lines not yet converted to the European standard gauge.

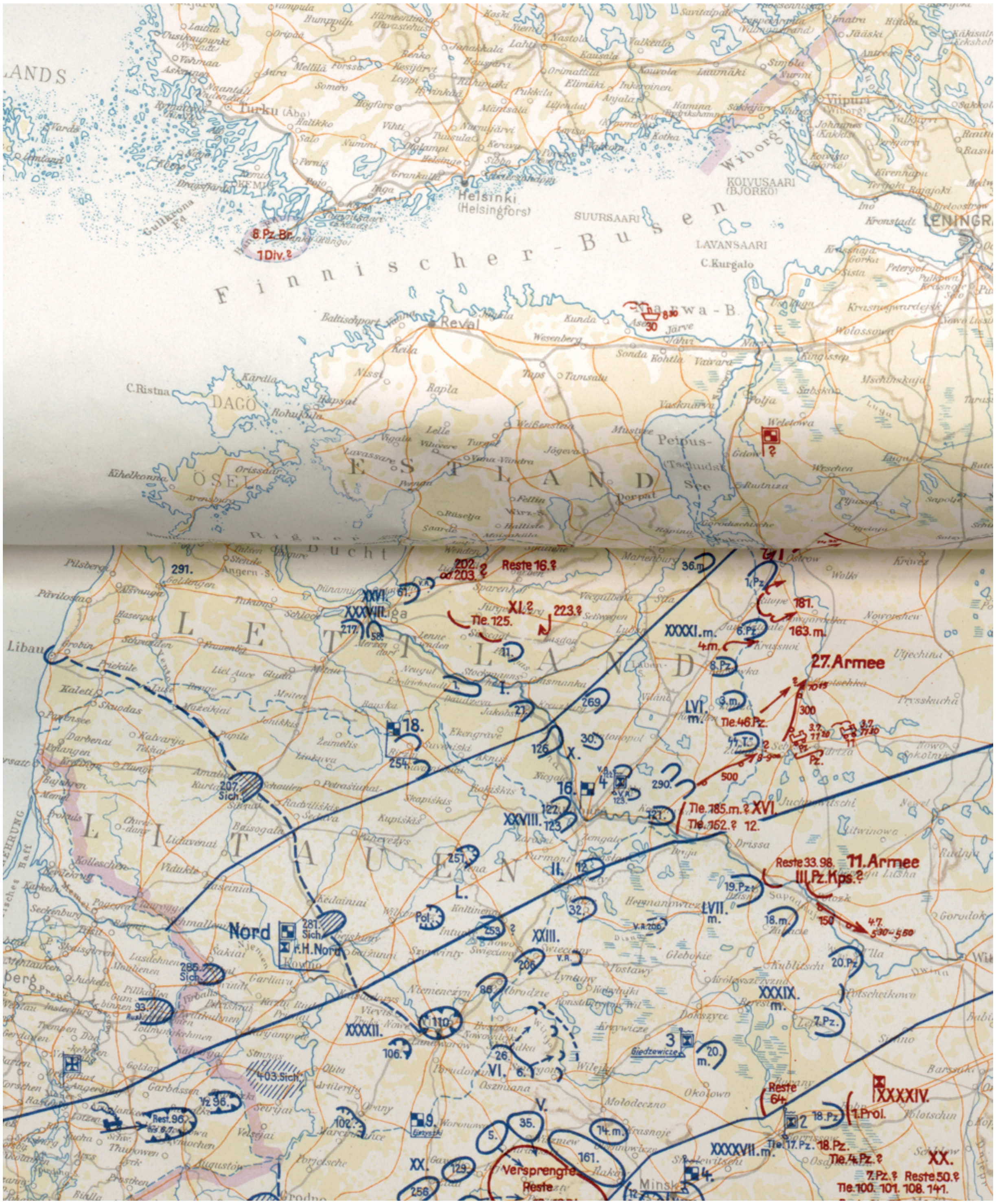
On 29 June, Stavka abandoned hope of restoring the Dvina River line and ordered the Northwestern Front to fall back into the Stalin Line fortifications east of the 1939 border. On 30 June, Stalin decided to replace Kuznetsov with the 8th Army's commander General Pyotr P. Sobennikov, on 3 July. For the moment, Kuznetsov stayed in command and directed the 27th Army to head east and join the 11th Army in the Stalin Line while the 8th Army defended Estonia. Although many of the Stalin Line's weapons and obstacles had been removed for use on the 1941 border, its concrete bunkers still had considerable defensive value.

Since the Northern Front lacked troops to man the Luga line, on 30 June, Leningrad's Communist Party leadership began forming seven People's Militia Divisions (*Diviziia Narodnoe Opolcheniye* – or DNOs) with civilian volunteers from throughout the Leningrad oblast. Reserve and retired officers commanded units of battalion size and larger in these ill-equipped units, but untrained volunteers led platoons and squads.

Hitler, Halder, and Walter von Brauchitsch – the Heer's commander-in-chief – met at OKH on 30 June. The Führer was considering sending Panzergruppe 3 to reinforce Army Group North, as planned. However, upbeat reports about Army Group North's progress from the other attendees evidently caused him to vacillate, since no decision was made.

ARMY GROUP NORTH

4 JULY


Finnischer-Busen
Rigaer Bucht
ESTLAND
LETTLAND
LITAUEN
Helsinki (Helsingfors)
Leningrad
Reval
Dorpat
Peipus-See
Riga
Libau
Minsk
Grodno
Kowno
27.Armee
11.Armee
III.Pz.Kps.?
Nord
H.Nord
XVI.
XXXXI.m.
LVI.m.
XXXIX.m.
XXXXVII.m.
XXXXIV.
XX.
Versprengte Reste
Reste 16.?
Reste 33.98.
Reste 50.?
1.Pz.
6.Pz.
8.Pz.
3.m.
Tle.46.Pz.
Tle.185.m.?
Tle.162.?
Tle.125.
181.
163.m.
202.? 203.?
XI.?
223.?
8.Pz.Br.
1.Div.?
18.
16.
3
2
4.

By 1 July, Northwestern Front's armoured units had lost almost all their tanks. 3rd Mechanized Corps no longer existed, 12th Mechanized Corps was down to 20 per cent strength, and 21st Mechanized Corps had just seven BT-7s left.

However, armoured reinforcements were on the way in the form of the 1st Mechanized Corps, which had received orders to transfer from the Northern Front to the Northwestern Front on 29 June. The corps, which had marched north from Pskov on 22–24 June – losing numerous tanks to breakdowns along the way – now had to do an about-face and retrace its steps. The 163rd Motorized Rifle Division, which had a paper strength of 25 KVs and 229 T-26s when the war began, came to grips with Panzergruppe 4 on 3 July. Following behind came the 3rd Tank Division, which still had 274 tanks on 29 June, though they were all obsolescent T-26s, T-28s, and BT-7s. The 1st Tank Division was battling the Finns about 850 miles (1,368 kilometres) from Pskov and would not rejoin the corps for three weeks.

While the 1st Mechanized Corps drove south, Soviet infantry units were rushing to occupy the Stalin Line. The 41st Rifle Corps (111th, 118th, and 235th Rifle Division) from the Stavka's strategic reserves was on its way to defend the Pskov Fortified Region. 27th Army's 24th Rifle Corps was supposed to secure the Ostrov Fortified Region 34 miles (55 kilometres) to the south, while 22nd Rifle Corps went into reserve around Porkhov, 47 miles (75 kilometres) east of Pskov. The 11th Army's remnants and the 22nd Army from Stavka's strategic reserves were occupying the defences further south. General Nikolai F. Vatutin, former deputy chief of the Red Army's General Staff, arrived on 4 July to serve as Sobennikov's chief of staff.

None of these Soviet redeployments was completed in time to halt Army Group North's next offensive lunge. Indeed, although the 27th Army's shift eastward into the Stalin Line was the right move, it weakened the forces available to oppose the German thrust northward through Latvia. On 2 July, the XXXXI and LVI Armeekorps (mot) attacked abreast out of their respective Dvina bridgehead in a driving rainstorm, pushing back the remnants of the 12th and 21st Mechanized Corps, and 5th Airborne Corps. Travelling on side roads against minimal resistance, 1. Panzer Division advanced about 60 miles (100 kilometres) on the first day, crossed the border into Russia on 3 July, and seized Ostrov from the line of march on 4 July. 6. Panzer Division moved more slowly through swamps but reached the main road from Daugavpils to Ostrov by the evening of 3 July. Meanwhile, the 36. Infanterie Division (mot) pushed rapidly north on the corps' left wing.

LVI Armeekorps (mot) also advanced rapidly during the first days of the new offensive. However, the Luftwaffe had detected the 1st Mechanized Corps' approach, and Hoepner worried that it might seriously impede his advance towards Pskov. To guard against that possibility, he ordered Manstein's corps to wheel east, break through the Stalin Line to Sebezh and Opochka, and then turn north to outflank Pskov from the east. The new axis of advance led the corps directly into a belt of dense swamp crossed only by a handful of routes so abysmally poor that they barely qualified as roads.

Army Group North's infantry armies lagged far behind the surging Panzergruppe 4. Only two of 16. Armee's infantry divisions – and the motorized forward detachments of two others – had crossed the Dvina (the 269. and 290. Infanterie Divisions belonged to Manstein's corps). Most of the 16. Armee was halted west of the river for lack of supplies because Leeb had concentrated his *Grosstransportraum* (army-level motor transport units) behind Panzergruppe 4 so it could resume its advance quickly. Moreover, several 16. Armee divisions continued to operate below the inter-army group boundary, and OKH had transferred the XXIII Armeekorps (86. and 206. Infanterie Divisions) to Army Group Centre on 2 July.

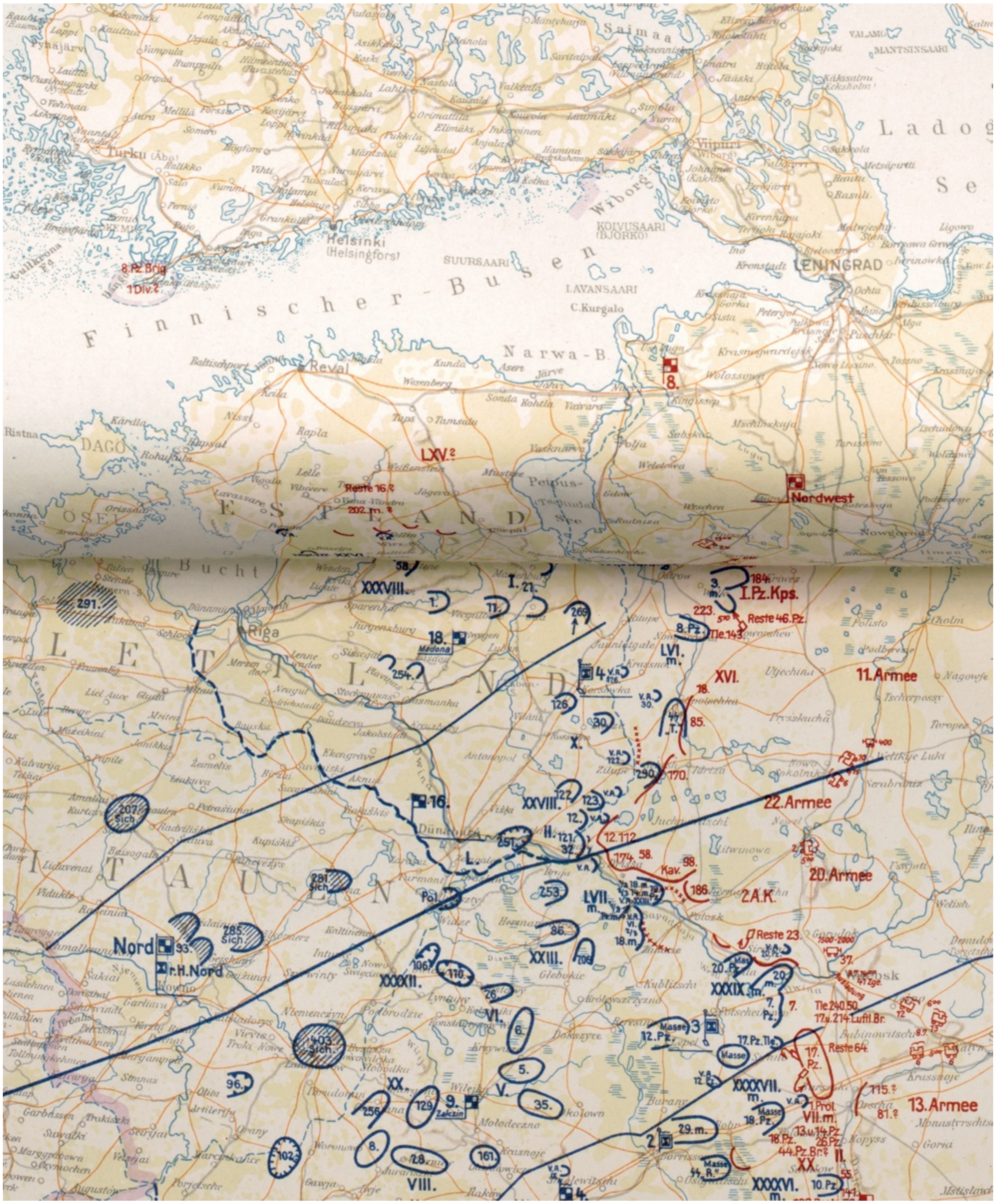
The 18. Armee planned to follow Panzergruppe 4 to Pskov and join in the offensive on Leningrad. I Armeekorps had thus veered upstream from Riga on both sides of the Dvina to position itself for an advance northward behind Panzergruppe 4. The bulk of the army was supposed to take the same route, since at this point Leeb and Küchler believed that XXVI Armeekorps with just two infantry divisions would be sufficient to conquer Estonia and occupy the key port and naval base at Tallinn.

Far behind the front, small groups of Soviet stragglers stubbornly continued to fight, ambushing German supply convoys and support units. This exacerbated logistical shortfalls arising from the slow conversion of rail lines to standard gauge and snarls of trains waiting to be unloaded at the transfer points. Field Marshal Leeb had to temporarily assign the 93. and 291. Infanterie Divisions to Army Group North's rear area command so they could help its three weak *Sicherungs* ('security') divisions deal with this unexpected threat.

The map shows 500 motorized vehicles streaming past the SS Totenkopf Division's southern flank on 4 July and 300 moving towards Opochka in front of it. The day before, the Luftwaffe spotted 77 rail cars moving east towards Velikye Luki with an armoured train following behind. These sightings suggested that the Soviets might be retreating, and Field Marshal Leeb inclined towards that view in the coming days.

ARMY GROUP NORTH

8 JULY


Finnischer-Busen
Helsinki (Helsingfors)
Turku (Åbo)
Saimaa
Ladog
Viipuri
Wiborg
LENINGRAD
Kronstadt
Narwa-B.
Reval
DAGÖ
ÖSEL
ESTLAND
Peipus-See
8. Pz Brig
1 Div.?
LXV.?
Reste 16.?
202. m.?
Nordwest
I. Pz. Kps.
Reste 46. Pz.
XVI.
LVI. m.
11. Armee
22. Armee
20. Armee
2. A.K.
Reste 23
13. Armee
XXXVIII.
18.
Riga
LETTLAND
LITAUEN
Nord
r.H. Nord
XXVIII.
X.
II.
L.
XXIII.
XXXXII.
VI.
V.
XX.
VIII.
XXXIX. m.
XXXXVII. m.
XXXXVI. m.
VII. m.
17. Pz.
18. Pz.
Dünaburg
Ostrow
Polozk
Molodeczno
Borrisow
Wilna
Kowno
Tle. 240. 50
17 u. 214 Luftl. Br.
Reste 64.
13. u. 14. Pz.
26. Pz.
44. Pz. Br.?
115.?
81.?
291.
207. Sich.
281. Sich.
285 Sich.
403. Sich.
33.
16.
9.
4.
3.

After an overnight road march, 1st Mechanized Corps' 3rd Tank Division counterattacked the 1. Panzer Division at Ostrov at 0530 on 5 July. The only units that had arrived were three tank battalions, but they included ten KV heavy tanks. Since the 3rd Tank Division had no KVs on 22 June, these must have either joined the division while it was outside Leningrad or come from the 163rd Motorized Rifle Division. The KVs crushed a German antitank company, and one almost reached the bridge over the Velikaya River. However, without infantry support, the attack lost its momentum in the city, and a German 100mm howitzer battery firing over open sights brought it to a halt. The Soviets struck again at 1525 after artillery and two infantry regiments arrived, but by then the 6. Panzer had also joined the battle. The 3rd Tank Division lost half of its tanks that day, including eight of the KVs.

Stalin demanded that 3rd Tank Division – joined by the remnants of 21st Mechanized Corps – launch another counterattack against Ostrov on 6 July, but the Germans easily repelled it. The XXXXI Armeekorps (mot) resumed its advance towards Pskov on 7 July. The two panzer divisions attacked east of the Velikaya River, while the 36. Infanterie Division (mot) thrust up the west bank. 3rd Tank Division continued counterattacking, delaying and attritting the exhausted German divisions, but its own strength shrank alarmingly. By nightfall on 8 July, it had only 35 BT tanks left, and German columns were closing in on Pskov from several different directions.

Hoepner was anxious for LVI Armeekorps (mot) to reinforce Reinhardt's advance, but Manstein's penetration of the Stalin Line went slowly. 8. Panzer Division spent two days crossing the swamp on a 'corduroy road' (i.e., a dirt road covered with cut logs laid side to side) blocked by wrecked enemy vehicles, and ran into strong resistance when it finally reached dry ground on the far side. The Totenkopf Division found better terrain on the road to Sebezh, but also a solid line of fortifications held by determined troops of the 174th Rifle Division.

It was here that the Totenkopf Division first drew Manstein's ire. He wrote that the 'officers and NCOs lacked solid training and proper experience', causing the division to suffer 'excessive casualties' and 'miss favorable opportunities'. It was finally able to turn north towards Opochka on 8 July. That town had originally been the 3. Infanterie Division (mot)'s objective, but the narrow causeway allotted for it to cross the swamps proved so impassable that Hoepner ordered it to turn around and follow the main road to Ostrov behind XXXXI Armeekorps (mot).

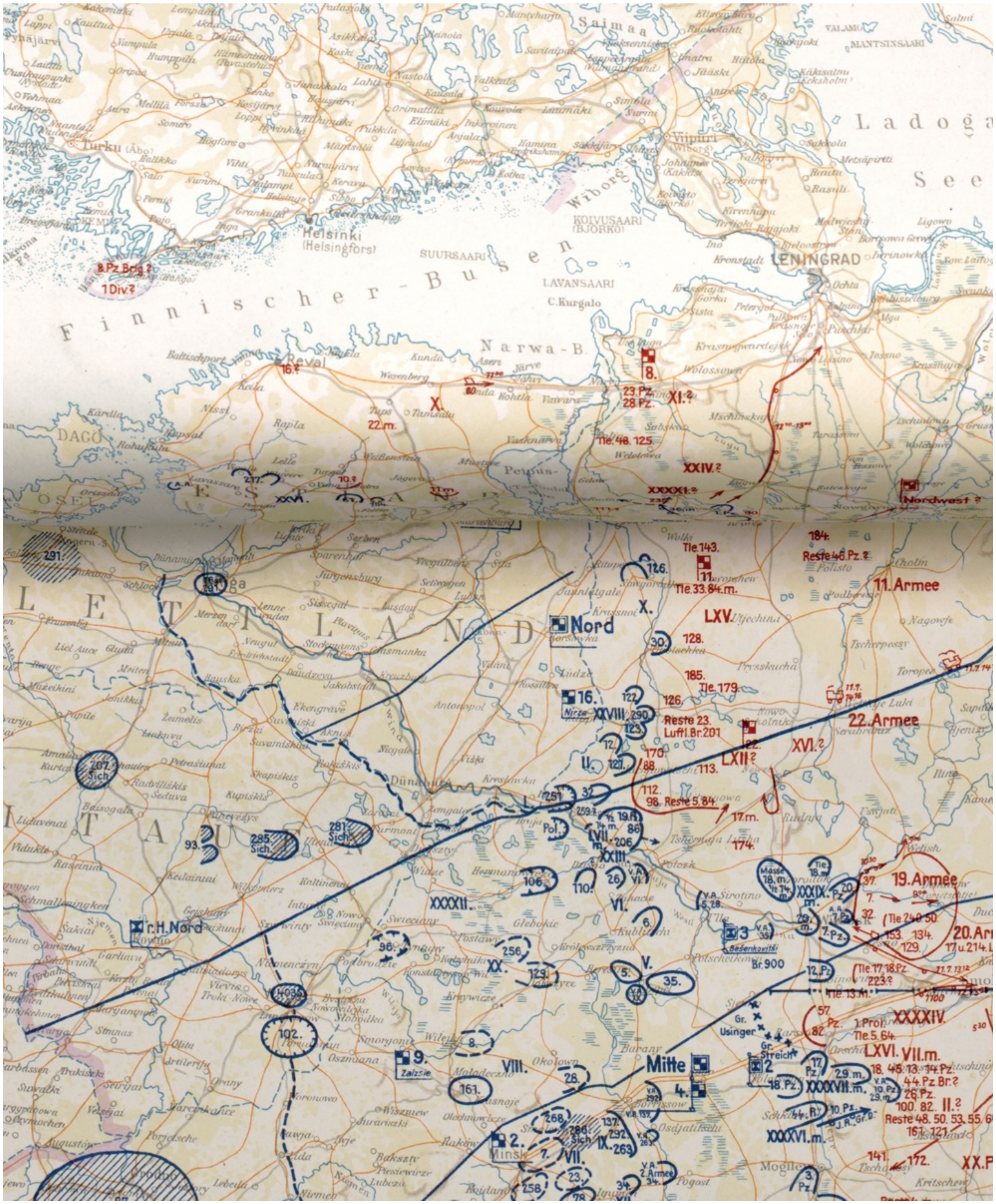
16. Armee was supposed to advance rapidly northeast towards Ostrov behind Panzergruppe 4's right flank, but could not because three of its corps were still locked in battles with the 22nd and 27th Armies on 8 July. The appearance of the 22nd Army in the angle between the Dvina River and the Stalin Line was the first time that Army Group North witnessed a phenomenon that would soon become all too familiar – the Soviets conjuring up a new army seemingly out of nowhere. In fact, the 22nd Army was one of six armies that were in Stavka reserve on 22 June. It had been assembling at Velikye Luki, about 85 miles (139 kilometres) east of Sebezh when war broke out, and was in action east of Daugavpils for several days before Army Group North detected its presence.

The bulk of 18. Army was marching northeast through Latvia and Estonia towards Pskov on Panzergruppe 4's left flank. Meanwhile, forward detachments of XXVI Armeekorps were advancing directly north into Estonia against light resistance. OKH nonetheless worried that two German divisions might not be sufficient to conquer Estonia and secure Tallinn because it estimated there were four or five Soviet divisions in the area. Field Marshal Leeb disagreed because, with 16. Armee lagging far behind, he needed as many of 18. Armee's divisions as possible to support Panzergruppe 4's rapid advance towards Leningrad.

On 8 July, Hitler met with Brauchitsch and Halder. Hitler was concerned by the gap opening between panzer groups and the infantry armies, and the number of Soviet troops who had escaped destruction in the border battles. Yet, at this point there seemed little doubt that the campaign would soon end in total victory. This unwarranted optimism was rooted in utterly inadequate intelligence concerning Soviet strength and intentions. Army Group North's rapid advance was also a contributing factor, and the General Staff's Foreign Armies East intelligence department reported that Leeb's forces were now definitely superior to the Soviet forces opposing them. Halder used the opportunity to argue that it was unnecessary to divert panzer divisions from Army Group Centre to Army Group North. He was convinced that Moscow should be Operation *Barbarossa*'s primary objective.

The Northwestern Front had already lost about 74,000 men killed or missing, 2,500 tanks, 3,500 artillery pieces, and 900 aircraft. In order to man the still incomplete Luga line, General Popov rushed whatever forces he could find forward to the Luga Operational Group, which he established on 6 July under Piadyshev's command. These initially included four rifle divisions, the 1st Separate Mountain Brigade, the 1st, 2nd, and 3rd DNOs, and infantry and rifle/machine-gun training schools from Leningrad.

ARMY GROUP NORTH
12 JULY



Saimaa
Ladoga See
Viipuri
Wiborg
Helsinki (Helsingfors)
Turku (Åbo)
SUURSAARI
LAVANSAARI
KOIVUSAARI (BJÖRKÖ)
LENINGRAD
Kronstadt
Finnischer Busen
Narwa-B.
Reval
8.Pz.Brig.?
1Div.?
16.?
X.
22.m.
8.
23.Pz.
28.Pz.
XI.?
Tle.48. 125.
XXIV.?
XXXXI.
Peipus-
DAGÖ
ÖSEL
Nordwest
291.
Riga
LETTLAND
Nord
184.
Reste 46.Pz.?
11.Armee
Tle.143.
11.
Tle.33.84.m.
X.
LXV.
126.
30.
128.
185.
Tle.179
16.
XXVIII.
Reste 23. Luftl.Br.201
22.Armee
LXII.?
XVI.?
170.
88.
113.
112.
98. Reste 5.84.
17.m.
174.
Düna
207. Sich.
281. Sich.
285. Sich.
93.
LITAUEN
L.
LVII.
XXIII.
r.H.Nord
Kowno
19.Armee
20.Ar
XXXXII.
VI.
V.
35.
106.
110.
96.
256.
XX.
129.
403.
102.
3
XXXIX.
12.Pz.
Tle.13.m.
XXXXIV.
LXVI.
VII.m.
Gr. Usinger
Gr. Streich
Mitte
9.
8.
VIII.
161.
28.
2
18.Pz.
XXXXVII.m.
II.?
XXXXVI.m.
268.
286. Sich.
137.
292.
IX.
263.
2.
Minsk
VII.
258.
23.
78.
2.Armee
3.Pz.
XX.P

The 9 July was an important day for Army Group North. XXXXI Armeekorps (mot) seized Pskov and OKH revealed that – contrary to the original *Barbarossa* plan – no panzers would be coming north from Army Group

Centre. Confident that Army Group North was already strong enough, OKH ordered it to cut off Leningrad from the southeast before assaulting it. This would trap all the Soviet units in the Baltics and around the city. Leeb did not seriously protest because he had advanced 270 miles (450 kilometres) in just 17 days, and he foresaw little difficulty in covering the remaining 155 miles (250 kilometres) to Leningrad because he believed the Soviets were in full retreat.

In fact, the Northern Front had allocated additional forces to the Luga Operational Group, including two tank divisions of the 10th Mechanized Corps that had been fighting the Finns in Karelia. More KV heavy tanks were also on their way since the Kirov Tank Factory in Leningrad was producing about 40 a week. The Germans were getting no replacement tanks at all, because Hitler was holding the very limited stocks of new panzers in depots for future campaigns.

None of these developments appear on the map as the Germans remained blissfully unaware of them. The only Red Army divisions shown between Army Group North and Leningrad are ones which it had encountered since 22 June. Moreover, bold red arrows indicating heavy motorized traffic moving away from the front suggested that the Soviets were in headlong retreat.

Leeb also had other, more realistic, causes for optimism. Since Army Group Centre's left wing had almost returned to the inter-army group boundary, only one of his formations – the SS Polizei Division – remained below it. In addition, three corps of 16. Armee were now across the Dvina and fighting east of the Stalin Line.

However, not everything was going to plan. Panzergruppe 4 was supposed to isolate Leningrad by advancing on two parallel axes. Manstein's LVI Armeekorps (mot) – not visible on the map – initially made good progress towards Novgorod. Yet, Reinhardt's XXXI Armeekorps (mot) encountered horrible terrain, KV tanks, and determined Soviet infantry on the road to the city of Luga. Two days later, Hoepner approved Reinhardt's suggestion that his corps wheel northwest and cross the Luga River near its mouth in order to reach the open terrain and superior road network running from Kingsepp to Leningrad. The 36. Infanterie Division (mot) was already heading west.

This fateful decision split Panzergruppe 4 since its two corps were now moving apart at a 90-degree angle. It's doubtful that Hoepner would have acted so recklessly if he had not given way to illusions of imminent victory. On 10 July, Panzergruppe 4's war diary claimed that the new enemy units which it had encountered at Pskov represented the last combat-effective Soviet formations remaining around Leningrad.

Yet, that same day, the war diary also observed that Panzergruppe 4 could not reach Leningrad unless Leeb halted *both* the 16. and 18. Armees, and used all their motor transport to supply Hoepner. The railroads could not help much because the front had advanced so rapidly, and Army Group North could not handle the trains flooding into its rear area. Repair crews had restored the railroad to Daugavpils, but the line's capacity was so low that it could handle only one train a day. Transfer points remained hopelessly congested, with trains waiting up to 80 hours for unloading.

Popular mythology blames Hitler's undoubted military incompetence for all the missteps made during Operation *Barbarossa*, but he had nothing to do with splitting Panzergruppe 4. Indeed, Hoepner acted in direct contradiction to Hitler's guidance as communicated to him by OKH. In most other armies, Hoepner would have been relieved of his command for insubordination – Stalin would have had him shot. Yet, nothing happened to Hoepner.

Trouble was also brewing in Estonia. OKH's worries that two divisions might not be sufficient to conquer it were proving correct. Army Group North had already reinforced XXVI Armeekorps' original two infantry divisions – the 61. and 217. – with the 254. Infanterie Division. In addition, I Armeekorps had formed Gruppe Burdach – a detached infantry battalion and the 1. and 11. Infanterie Divisions' recon battalions – to advance into Estonia through the city of Tartu. It took the city – not visible on the map – on 10 July with the assistance of an Estonian nationalist uprising. These diversions of German forces away from the drive to Leningrad were the bitter fruits of Army Group North's failure to destroy the 8th Army further south.

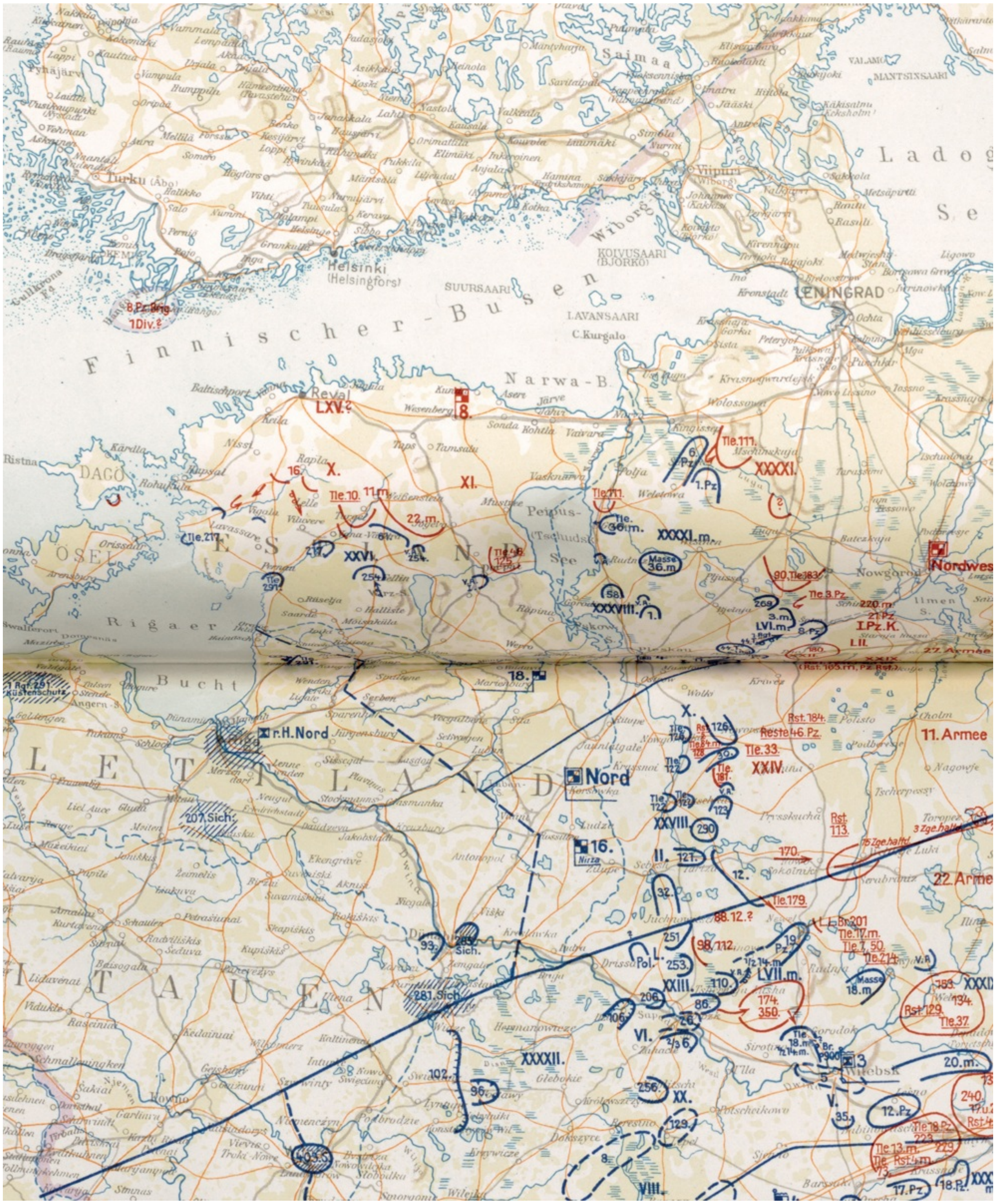
Stavka tried to improve the Red Army's command structure by establishing 'Strategic Direction' headquarters to coordinate the operations of multiple fronts. This was vital for the defence of Leningrad, since Army Group North's advance had spilled over the boundary between the Northern and

Northwestern Fronts. On 10 July, Stalin subordinated both to the Northwestern Strategic Direction headed by Marshal Kliment Voroshilov.

One unique advantage enjoyed by Army Group North was its ability to receive supplies by sea. A tiny convoy of four motorized barges carrying supplies was on its way to Riga on 6 July, and six days later, the first large convoy passed through the Irbe Strait between the northern tip of Kurland and the Sorve Peninsula on Saarema island. Although Soviet coastal artillery on the peninsula fired at the convoy, there were no losses, and other convoys followed in rapid succession.

ARMY GROUP NORTH

16 JULY



Dramatic changes were afoot in the Soviet camp. On 13 July, Voroshilov transferred the 8th Army, 1st Mechanized Corps, and 41st Rifle Corps from Northwestern Front to Northern Front. From this point on, Northern Front directed the defence of Leningrad and Estonia, while Northwestern Front controlled those forces opposing the 16. Armee. On 15 July, Stavka Directive No. 1 ordered the disbandment of infantry and mechanized corps. Due to the purges of the 1930s there were not enough qualified generals left to command so many high-level headquarters. Instead, Stavka began forming smaller armies of five to six divisions led by the few capable generals available. For the same reason, it shrank existing rifle and cavalry divisions, and began forming dozens of rifle brigades and light cavalry divisions that were roughly half the size. Motorized rifle divisions became infantry divisions, and most of the surviving tank divisions devolved into tank brigades as their strength shrank. Stavka also formed dozens of new tank brigades from scratch.

On 14 July, Leeb still believed the Soviets were withdrawing, but his blitzkrieg advance screeched to a halt the very next day. Panzergruppe 4's rapid thrust from the Dvina had inevitably overstretched its supply lines and outpaced the infantry armies. On the other hand, the loss of coherence in its offensive was an avoidable and entirely self-inflicted injury. But most of all, instead of the expected rapid pursuit of a defeated enemy to the gates of Leningrad, Panzergruppe 4 had unexpectedly run into strong resistance from new Soviet formations that were not supposed to be there.

The terrain which XXXXI Armeekorps (mot) encountered as it swerved northwest was just as ghastly as that on the road to Luga, but there were few Soviet troops defending the area in front of the Luga line. The 1. and 6. Panzer Divisions seized several small bridgeheads across the river on 13 and 14 July. However, the Luga Operational Group launched fierce counterattacks with the 2nd DNO and the Leningrad Red Banner Infantry School supported by KV-1 heavy tanks. The ill-supplied German battlegroups in the bridgeheads were hard-pressed to stand their ground. Hitler and Brauchitsch concluded that XXXXI Armeekorps (mot) should advance no further until the infantry caught up, since otherwise it risked annihilation.

LVI Armeekorps (mot) ran into even bigger trouble as it pushed towards Novgorod through equally difficult terrain. General Vatutin, the Northern Front's chief of staff, laid an ambush with five infantry divisions, the 3rd Tank Division's remnants, and the recently arrived 21st Tank Division near of the town of Soltsy. On 15 July, Soviet units attacked the 8. Panzer Division's northern flank and cut off its combat elements, which were strung out between Soltsy and the Mshaga River. Other Soviet units, attacking from the south, cut the road behind the division's rear service units and Manstein's corps headquarters west of Soltsy. The 3. Infanterie Division (mot), following in echelon behind the 8. Panzer Division, also came under heavy attack. By 16 July, the 8. Panzer Division was fully encircled and under heavy attack from the 21st Tank Division's 128 T-26 light tanks supported by some KVs.

Manstein's memoir, *Lost Victories*, implicitly blamed the corps' predicament on Hoepner, who had taken the Totenkopf Division away from him to serve as panzer group reserve. This left LVI Armeekorps (mot) with insufficient forces to cover 8. Panzer Division's right flank. 'At the same time the removal of 41 Panzer Corps from the Luga road had released the strong enemy forces there, and these were now attacking our northern flank.' Thus, the pernicious consequences of Hoepner's decision to split his forces had become painfully obvious within just three days. Yet, the crisis at Soltsy did convince him to release the Totenkopf Division from reserve to free the encircled 8. Panzer Division.

The Battle of Soltsy illustrates how things would likely have turned out if Manstein had got his wish and received permission to press on alone towards Leningrad from the Daugavpils bridgehead in late June. LVI Armeekorps (mot) clearly lacked sufficient divisions, tanks, and staying power to operate independently far behind enemy lines for an extended period. Its successful dash to Daugavpils benefited immensely from strategic surprise and had the good fortune to pass through an area devoid of Soviet armoured reserves.

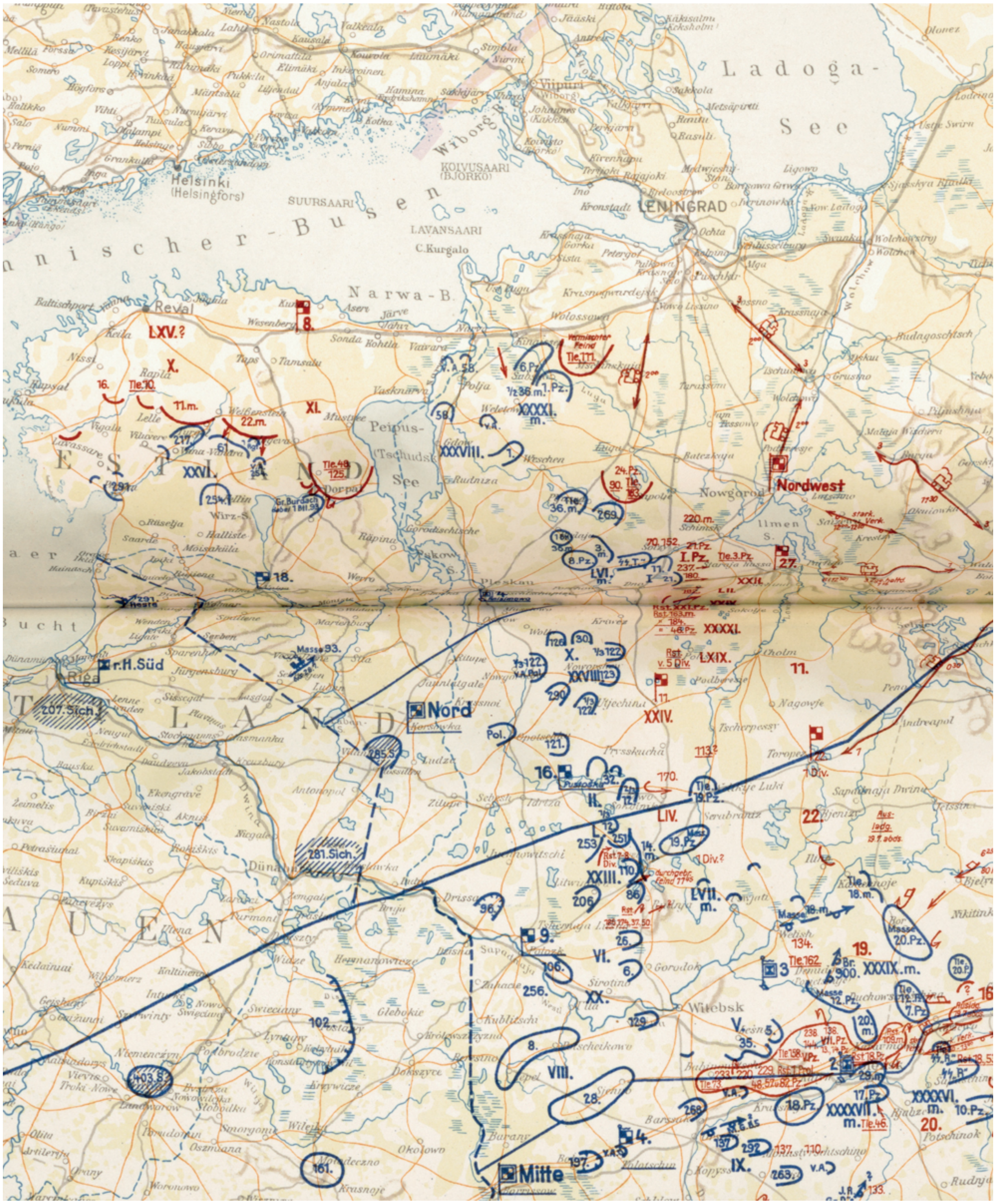
For the moment, Army Group North's infantry could be of only limited assistance to embattled Panzergruppe 4. Five divisions were marching up behind Hoepner's motorized corps, but three others – plus Gruppe Burdach – were already in Estonia, and two more were on their way there. Since 18. Armee's offensive towards Tallinn was at a standstill, Field Marshal Leeb had decided to reinforce it with the 93. and 291. Infanterie Divisions, which were no longer needed by Army Group North's rear area command. As for the 16. Armee, it remained locked in combat with the 11th, 22nd, and 27th Armies east of the Stalin Line. Indeed, the army's northern wing had veered south in order to encircle several Soviet divisions in a pocket northeast of Opochka.

Divisions on the army's right wing were likewise trying to encircle other Soviet units west of Nevel in cooperation with Army Group Centre.

A second large convoy heading for Riga passed through the Irbe Strait on 13 July.

ARMY GROUP NORTH

20 JULY



On 18 July, the battered 8. Panzer Division escaped from Soltsy and went into reserve – leaving Manstein without any tanks. Although LVI Armeekorps (mot) had survived, the Soltsy counterstroke defeated Panzergruppe 4's effort

to cut off Leningrad from the southeast and halted Army Group North's offensive for three crucial weeks. Popov and Voroshilov dissolved the 1st and 10th Mechanized Corps in accordance with Stavka Directive No. 1 of 15 July, but received part of the 1st Tank Division from the Finnish front.

The XXXXI Armeekorps (mot) remained pinned in its bridgeheads, fighting off constant counterattacks. Supplying the 6. Panzer Division's bridgehead was nearly impossible since the passage of its vehicles had destroyed the primitive roads south of the river. Engineers had to laboriously 'corduroy' them with logs laid side by side and rebuild dozens of bridges. The 36. Infanterie Division (mot) turned one of its regiments 180 degrees and sent it east to screen the yawning gap in the centre of Panzergruppe 4's front.

Two infantry corps from the 18. Armee came under the command of Panzergruppe 4 during this period. I Armeekorps buttressed LVI Armeekorps (mot) and began driving towards Soltsy once again. It was approaching the outskirts of the town by 20 July. Meanwhile, XXXVIII Armeekorps headed for the Luga bridgeheads.

That left the 18. Armee's headquarters in control of only a single corps operating in Estonia. It resumed the offensive towards Tallinn on 17 July even though the entire 93. and 291. Infanterie Divisions had not yet reached the front. Progress was slow, and counterattacks by the 48th and 125th Rifle Divisions caused a crisis in Gruppe Burdach's sector. Küchler had to divert parts of the 93. Infanterie Division to restore the situation.

The German Navy could have blockaded Tallinn, choking off the 8th Army's main supply source at a time when it was receiving only a small quantity of supplies by road through the Narva bottleneck. That would have meant exposing Germany's few battleships, cruisers, and destroyers to mines and submarines in narrow waters where there was little room for manoeuvre. Given the all-or-nothing stakes the Germans were playing for, the risk would have been well worth it. However, at the time, they were still under the illusion that the Soviet Union would fold without them having to put all of their money on the table.

With five German infantry divisions tied down in Estonia, renewing the offensive towards Leningrad depended on 16. Armee linking up with Panzergruppe 4. However, X and XXVIII Armeekorps did not finish off five

Soviet divisions pocketed northeast of Opochka until 19 July. 18. Armee's two right-hand corps were likewise trying to encircle and destroy Soviet forces near Nevel – and L Armeekorps was actually operating in Army Group Centre's zone. On 18 July, elements of Army Group Centre's 19. Panzer Division captured Velikye Luki right on the boundary, but withdrew from the town just a few days later.

All the while, Stavka was speeding further reinforcements to the defence of Leningrad. Army Group North had no idea how many Red Army units were on their way or what their designations were. However, it was aware that something was up since Luftwaffe reconnaissance aircraft had spotted heavy railroad traffic moving towards Leningrad and the army group's eastern flank.

Leeb had to drop his illusions that the Red Army was in full retreat and admit that the road to Leningrad was not going to be an easy one. On 17 July, he informed OKH that Army Group North could only take the city if it received at least one – and preferably two – infantry corps as reinforcements. However, OKH had few reserves to spare, and could only promise to give him the 96. Infanterie Division and XXXXII Armeekorps' headquarters, both of which had been following behind Army Group Centre's left wing.

On 19 July, Hitler issued Führer Directive No. 33. It directed Leeb to:

> Resume the advance towards Leningrad only after the 18. Armee has restored contact with Panzergruppe 4, and the 16. Armee's forces are protecting its eastern flank. When that is accomplished, Army Group North must strive to prevent Soviet forces that are continuing to operate in Estonia from withdrawing to Leningrad. It is desirable to capture as rapidly as possible to the islands in the Baltic Sea, which can be used as Soviet fleet bases.

The directive also instructed Army Group Centre to use Panzergruppe 3 to cut the main Moscow–Leningrad rail line and cover Army Group North's eastern flank.

Reinhardt, who wished to resume his attack on Leningrad as soon as possible, took issue with Directive No. 33 – and Hitler's determination to cut off the city from the southeast:

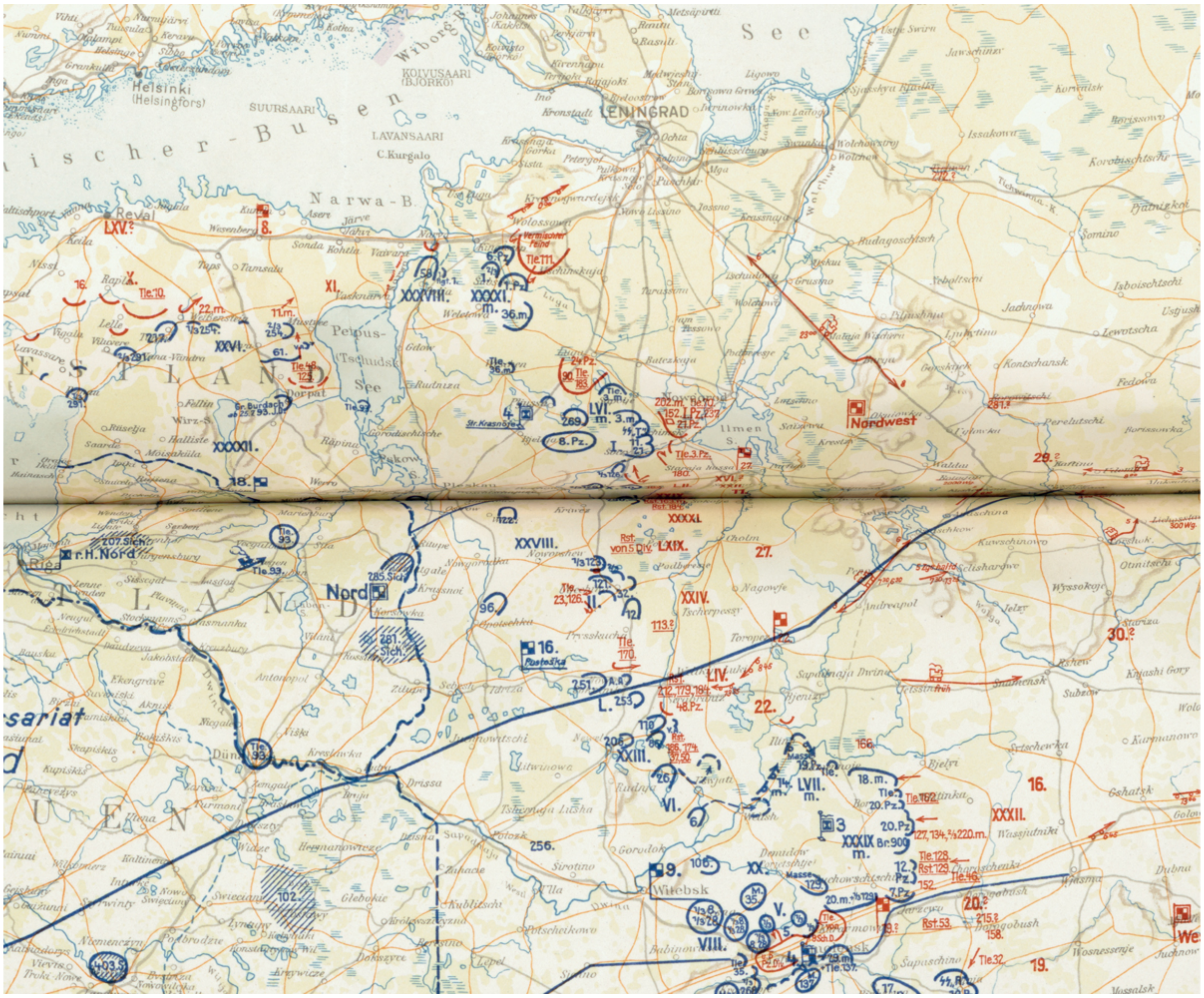
> Time and again our corps urged a speedy resumption of the attack and asked that some units, at least of von Manstein's corps, should be switched over to us, especially as they were bogged down where they stood. But it was all in vain. … The chance that we opened up has been missed for good, and things are getting more difficult all the time.

Yet, Leeb didn't believe an immediate resumption of the offensive was possible with Manstein's battered corps needing time to refit and Reinhardt's corps at the end of its logistical tether and under constant attack.

Another large Riga-bound convoy passed through the Irbe Strait on 18 July.

ARMY GROUP NORTH

24 JULY



Helsinki
(Helsingfors)
Wiborg
LENINGRAD
Kronstadt
SUURSAARI
LAVANSAARI
See
Reval
LXV.
Narwa-B.
Peipus-See
Dorpat
XXVI.
XXXVIII.
XXXXI.
LVI.
XXXXII.
I.
Ilmen S.
Nordwest
Nord
XXVIII.
LXIX.
XXIV.
LIV.
L.
XXIII.
VI.
LVII.
XXXIX
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XXXII.
Witebsk
Estland
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Directive No. 33 also met bitter opposition from Halder, Brauchitsch, and many senior commanders in the East, since it diverted both of Army Group Centre's panzer groups away from Moscow. Hitler responded by expanding upon his earlier guidance in a supplement to Directive No. 33 issued on 23 July. It called for the temporary transfer to Army Group North of Panzergruppe 3, which would cut the Leningrad–Moscow rail line and cover Leeb's right flank, allowing the 16. Armee to mass for the assault on Leningrad and making it unnecessary for Panzergruppe 4 to engage in street fighting. Panzergruppe 3 would then return to Army Group Centre, absorbing personnel and equipment from Panzergruppe 4 – whose remaining elements would return to Germany along with other units from Army Group North. This reflected Hitler's belief that the Red Army was about to collapse, converting the Eastern campaign into a mere pursuit.

Leeb welcomed the reinforcements but objected to a detailed OKH implementation directive that required him to shift the XXXXI Armeekorps (mot) southeast to join LVI Armeekorps (mot) in a thrust towards Novgorod to cut off Leningrad from the southeast. He claimed that it would take weeks to replace XXXXI Armeekorps (mot) with infantry divisions and insisted that pulling Reinhardt's divisions back when they were only 60 miles (84 kilometres) from Leningrad would be bad for morale.

Army Group North's panzer commanders still wanted both motorized corps to join forces in the Luga bridgeheads and strike towards Leningrad through the good tank country stretching east from Kingisepp. Yet, Manstein's corps could not have moved west quickly, since the roads behind XXXXI Armeekorps (mot) were in such terrible shape that they could barely handle supply convoys until engineers finished crude repairs on 22 July. The roads could not have borne the additional traffic of an entire second motorized corps. Reinhardt obviously lacked the strength to take Leningrad on his own, and even a hasty attack by both motorized corps would have been risky due to a tenuous supply line and the lack of infantry support.

On the 'other side of the hill', Stalin was infuriated that the Luga Operational Group had let the Germans seize bridgeheads across the river. To deflect the dictator's ire from himself, on 23 July, General Popov had General Piadyshev arrested for alleged dereliction of duty. That same day, Popov divided the unwieldly Luga Operational Group into three smaller, more manageable commands – the Kingisepp Sector, the Luga Sector, and the Eastern Sector. The unfortunate Piadyshev was court-martialed, sentenced to ten years' imprisonment, and died in captivity on 15 June 1944.

German intelligence on the Soviet units defending the Luga line remained abysmal. The Kingisepp Sector appears on the map as the 111th Rifle Division – which in fact belonged to the Luga Sector – and *Vermischter Feind* ('miscellaneous enemy units'). Conversely, the 90th Rifle Division, shown in the Luga Sector, was actually fighting in the Kingisepp Sector. Several rifle divisions, four DNOs, and the separate 1st Mountain Rifle Brigade are all missing from the map. Heavy Soviet rail traffic continued to suggest that major reinforcements were on their way to the Northwestern Strategic Direction.

The battles east of the Stalin Line kept the 16. Armee tied down much longer than expected. L Armeekorps and Army Group Centre's left wing destroyed the five Soviet divisions encircled near Nevel between 22 and 24 July, capturing about 12,500 prisoners. Further north, elements of II and XXVIII Armeekorps took about 10,000 prisoners in another pocket. Field Marshal Leeb expected that the 16. Armee – reinforced by the 96. Infanterie Division released from OKH reserves – would soon finally be able to turn its full strength northward since he believed that these encirclement battles had destroyed most of the Soviet forces opposing it. Yet, for the moment, only X Armeekorps was available to support the advance on Leningrad.

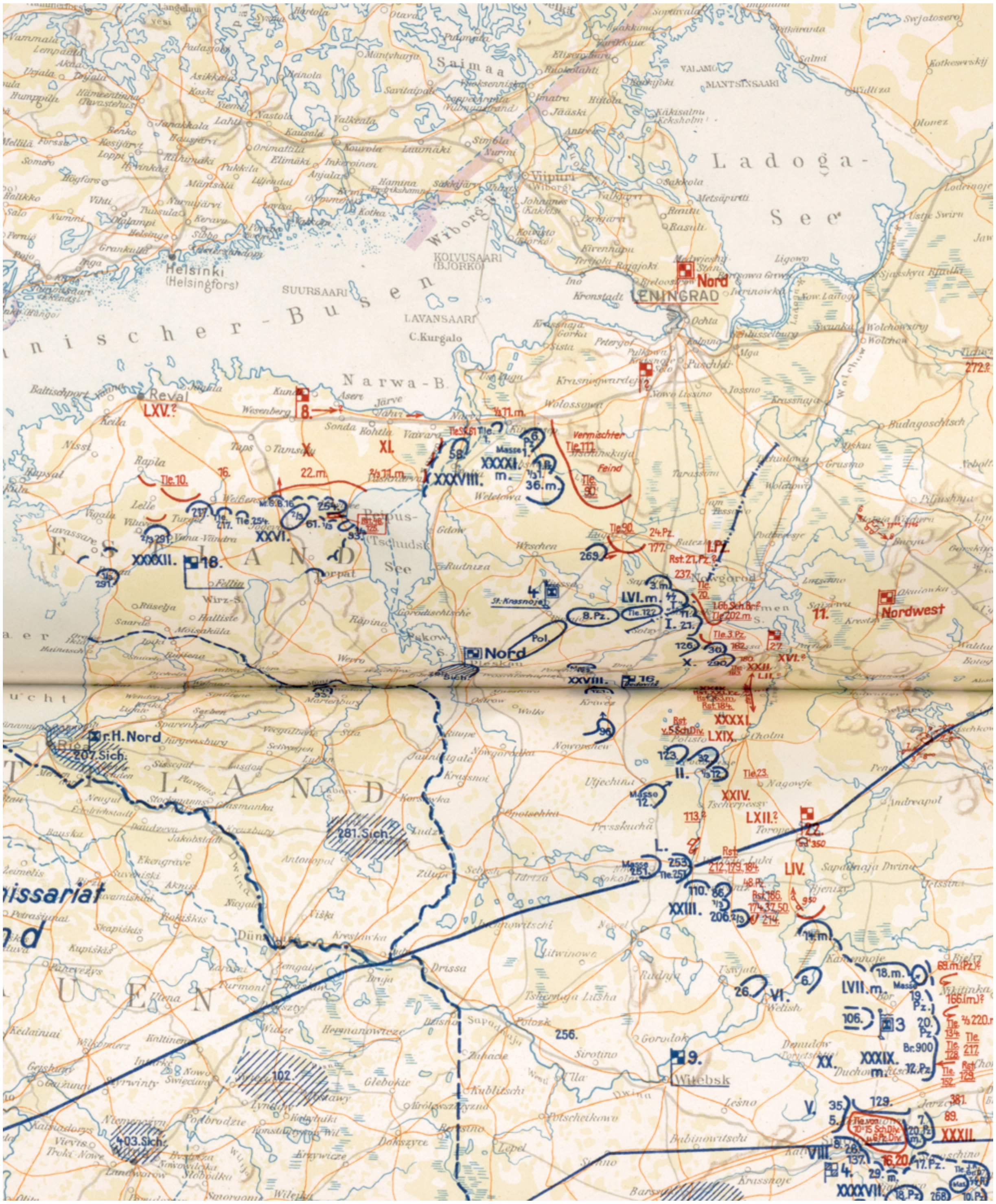
Panzergruppe 4's two widely separated wings continued to fight in isolation. I Armeekorps and LVI Armeekorps (mot) – minus the recuperating 8. Panzer Division – had resumed the offensive towards Novgorod. The 11. Infanterie Division retook Soltsy on 21 July, but progress was slow since the Eastern Sector and the 11th Army continued to counterattack strongly. About 100 miles (160 kilometres) northwest, XXXVIII Armeekorps was starting to feed infantry into XXXXI Armeekorps (mot)'s hard-pressed bridgeheads south of Kingisepp. That left only the 58. Infanterie Division and a regiment of the 1. Infanterie Division available to attack Narva. They proved too weak to take the city and seal the bottleneck.

The supplemental directive of 23 July ordered, 'Enemy forces still operating in Estonia must be destroyed. While doing so, it is necessary to prevent their escape by ship and passage through Narva toward Leningrad.' Since XXXVIII Armeekorps could not close the Narva bottleneck from the east, it had to be done from the west. The 18. Armee's offensive in Estonia, stalled for nearly two weeks, began to pick up speed after General Küchler abandoned the advance on Tallinn. Instead, he would thrust east to Lake Piepus behind the Soviet units threatening Gruppe Burdach, then wheel north to the Gulf of

Finland. The attack caught the Soviets by surprise. By nightfall on 24 July, German patrols had reached the coast of Lake Piepus near Mustvee, cutting off most of the 48th and 125th Rifle Divisions. Meanwhile, the XXXXII Armeekorps' headquarters from OKH reserves had arrived in 18. Armee's rear area.

ARMY GROUP NORTH

28 JULY


Ladoga-See
Leningrad
Nord
Helsinki (Helsingfors)
Wiborg
Viipuri
Kronstadt
Schlüsselburg
Finnischer-Busen
Narwa-B.
Reval
LXV.
8.
XL
XXXVIII.
XXXXI m.
36.m.
Vermischter Feind
XXVI.
XXXXII.
18.
Peipus-See
ESTLAND
Dorpat
Fellin
Pskow
Nord
LVI.m.
I. 21.
8.Pz.
I.Pz.
237
Rst.21.Pz.
Nowgorod
Ilmen
11.
Nordwest
X.
XXVIII.
16.
II.
XXII.
LII.
XXXXI.
LXIX.
XXIV.
LXII.
22.
LIV.
L.
XXIII.
Riga
Br.H. Nord
207.Sich.
LETTLAND
281.Sich.
Düna
Cholm
Welikije Luki
Toropez
Polozk
Witebsk
9.
VI.
LVII.m.
XXXIX.
XX.
V.
VIII.
XXXXII.
XXXXVII.
4.
102.
403.Sich.
Kommissariat
Ostland
Litauen
Kowno
Wilna
Dünaburg
Drissa
Lepel

With 18. Armee marching into Estonia, Panzergruppe 4 arrayed against the Luga line, and 16. Armee facing east, Army Group North was sprawled in a vast arc, fighting separate battles in three different directions and unable to mass its strength in any one of them. 16. Armee's deployment was inevitable, because, with Army Groups North and Centre advancing in divergent directions, a full army was required to maintain contact between them. However, 18. Armee's diversion into Estonia could have been avoided if Panzergruppe 4 had seized the opportunity to cut off the 8th Army in Latvia.

The two Soviet divisions trapped near Mustvee put up a hard fight, and 18. Armee still had not finished rounding them up by the end of 28 July. By then, XXXXII Armeekorps headquarters had taken over the western half of the Army's front, allowing XXVI Armeekorps to focus on eradicating the pocket and planning for the next phase of the offensive towards the Gulf of Finland. Maschinengewehr ('Machine Gun' or MG) Battalion 16 – a motorized heavy weapons unit with its own organic antitank battery and engineers – defended an important sector of the front. This was an independent General Headquarters (Heerestruppen) unit that was allocated to armies, corps, and divisions as required.

By 28 July, the 16. Armee had eradicated the last of the pockets east of the Stalin Line. Yet, it still could not mass its forces or even form a solid front because its forces were spread across a vast area and advancing on divergent axes. L Armeekorps and Army Group Centre's left wing were stuck in front of Velikye Luki, which the 22nd Army had turned into a formidable defensive bastion. I Armeekorps was girding itself for the push to Novgorod, while X Armeekorps attacked on a tangent towards Staraya Russa. Only II Armeekorps, attacking towards Kholm with both of its flanks 'in the air', formed a tenuous link between the army's widely separated wings.

As the two infantry armies continued their slow, divergent advances, bifurcated Panzergruppe 4 sat virtually immobile in the centre of Army Group North's sector as the debate over its future employment raged on. General Friedrich Paulus, deputy chief of the army General Staff, flew to Leeb's headquarters on 26 July to confer with Hoepner and the motorized corps commanders. Paulus had wanted Army Group North to shift at least the 6. Panzer Division eastward to join LVI Armeekorps (mot) in the attack on Novgorod. But now he allowed the forceful panzer commanders to convince him that bad terrain and strong Soviet forces ruled out a rapid panzer thrust to Novgorod. Instead, he accepted their plan to transfer I Armeekorps to 16.

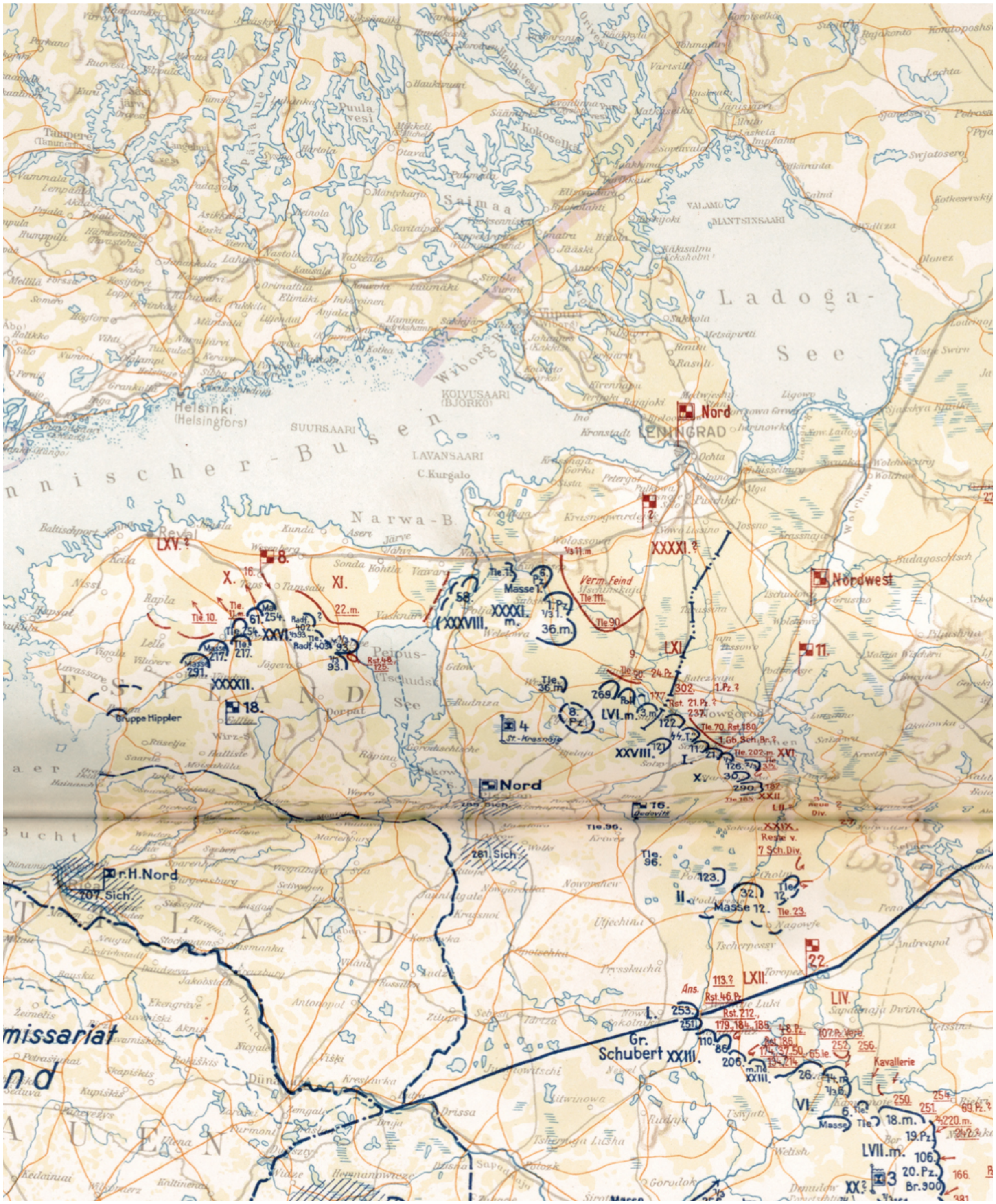
Armee and have it conduct the offensive towards Novgorod on its own. XXXXI Armeekorps (mot) would thrust to Leningrad from its bridgeheads, while LVI Armeekorps (mot) attacked north through Luga. Leeb formalized these dispositions in Army Group North's General Order No. 2 issued on 27 July.

This episode highlights the dysfunctional nature of the German command structure in 1941. For reasons of grand strategy, Hitler and OKH wanted to cut off Leningrad from the southeast. For purely tactical reasons – chiefly access to better 'tank country' – Army Group North ignored OKH's directives and rejected its efforts to reunite Panzergruppe 4 for the attack on Novgorod. German Major General Hermann B. Müller-Hildebrand, who penned a postwar account of Army Group North's campaigns for the US Army, concluded that the panzer generals' obstructionism kept Panzergruppe 4 divided and thus ruled out resumption of the offensive before 16. Armee's infantry arrived. He also wrote, 'In retrospect, it appears probable that if Panzergruppe 4 had committed its forces toward Novgorod as intended by the directive of 9 July, it would have destroyed in short order the Russian group that was then being assembled in that area.'

A large German supply convoy on its way to Riga passed through the Irbe Strait on 26 July.

ARMY GROUP NORTH

1 AUGUST


Tampere
Saimaa
Ladoga-See
Helsinki (Helsingfors)
Finnischer-Busen
SUURSAARI
LAVANSAARI
KOIVUSAARI (BJÖRKÖ)
Wiborg
Nord
LENINGRAD
Kronstadt
Narwa-B.
Reval
LXV.
8.
X.
XI.
XXVI.
XXXXII.
18.
Gruppe Hippler
Peipus-See
Dorpat
XXXVIII.
XXXXI.
36.m.
Verm. Feind
XXXXI.
LXI.
Nordwest
11.
LVI.m.
XXVIII.
I.
XXII.
XVI.
4
Nord
16.
281 Sich.
r.H.Nord
207 Sich.
Dünamünde
II.
123.
32.
Masse 12.
22.
LXII.
LIV.
Gr. Schubert
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VI.
LVII.m.
3
Andreapol
Kavallerie
Drissa
Polozk
missariat
nd

On 30 July, Hitler issued Directive No. 34, which radically altered the guidance he had given in the supplemental directive of 23 July. Over the intervening week, it had become clear that the Red Army was *not* at the end of its strength as Hitler had imagined. New Soviet armies kept appearing in front of all three German army groups and were fighting with great determination. This gave Hitler pause and made him reconsider his earlier decision to transfer Army Group Centre's panzer groups to Army Groups North and South. Directive No. 34 bought Hitler more time to vacillate by postponing the long-range missions laid out in earlier directives. For the moment, Army Group Centre would merely pull Panzergruppen 2 and 3 out of the front line so they could rest and refit.

Directive No. 34 ordered Army Group North to resume the advance on Leningrad with its existing forces. It was to make its main thrust north of Lake Ilmen to cut off the city and link up with the Finns. A subsidiary advance east of the lake would cover the main thrust's flank, but only after restoring the situation at Velikye Luki, where the 22nd Army remained wedged between Army Groups North and Centre. Since Panzergruppe 3 needed ten days to refit before it could attack towards the Valdai Hills, Army Group Centre's left wing (i.e., the 9. Armee) would have to push northeast to cover Army Group North's flank.

18. Armee's advance in Estonia picked up steam during the last days of July. Leaving most of the 93. Infanterie Division to finish off the Mustvee Pocket, XXVI switched the 61. Infanterie Division and the 93. Infanterie Division's third regiment – which had finally reached the front – west to join the renewed offensive towards the Gulf of Finland. Two Heerestruppen *Radfahr* ('bicycle') battalions guarded the rest of the corps' front. XXXXII Armeekorps massed its troops on its right wing for the attack northward, leaving Gruppe Hippler to screen a wide arc around the city of Parnu on its left wing. This ad hoc battlegroup was built around the 291. Infanterie Division's Infanterie Regiment 504, and named after its commander, Colonel Bruno Hippler.

On 31 July, an unusual battle raged behind Soviet lines in the Kautla Marshes about 36 miles (60 kilometres) southeast of Tallinn. It pitted several NKVD 'destruction battalions' against anti-Soviet Estonian 'Forest Brother' partisans who had taken shelter in the marshes with the Erna Long Range Reconnaissance Group. This was a platoon-sized unit of the Finnish Army manned by Estonians who had fled their country in 1940. Forty-two Erna volunteers had infiltrated into Estonia by sea on 10 July, and 17 more parachuted in on 28 July. The surrounded, outnumbered, and outgunned Estonians suffered heavy casualties – 32 of Erna's 59 men died or went missing in action – but many managed to escape southward and reached the 18. Armee's nearby front line.

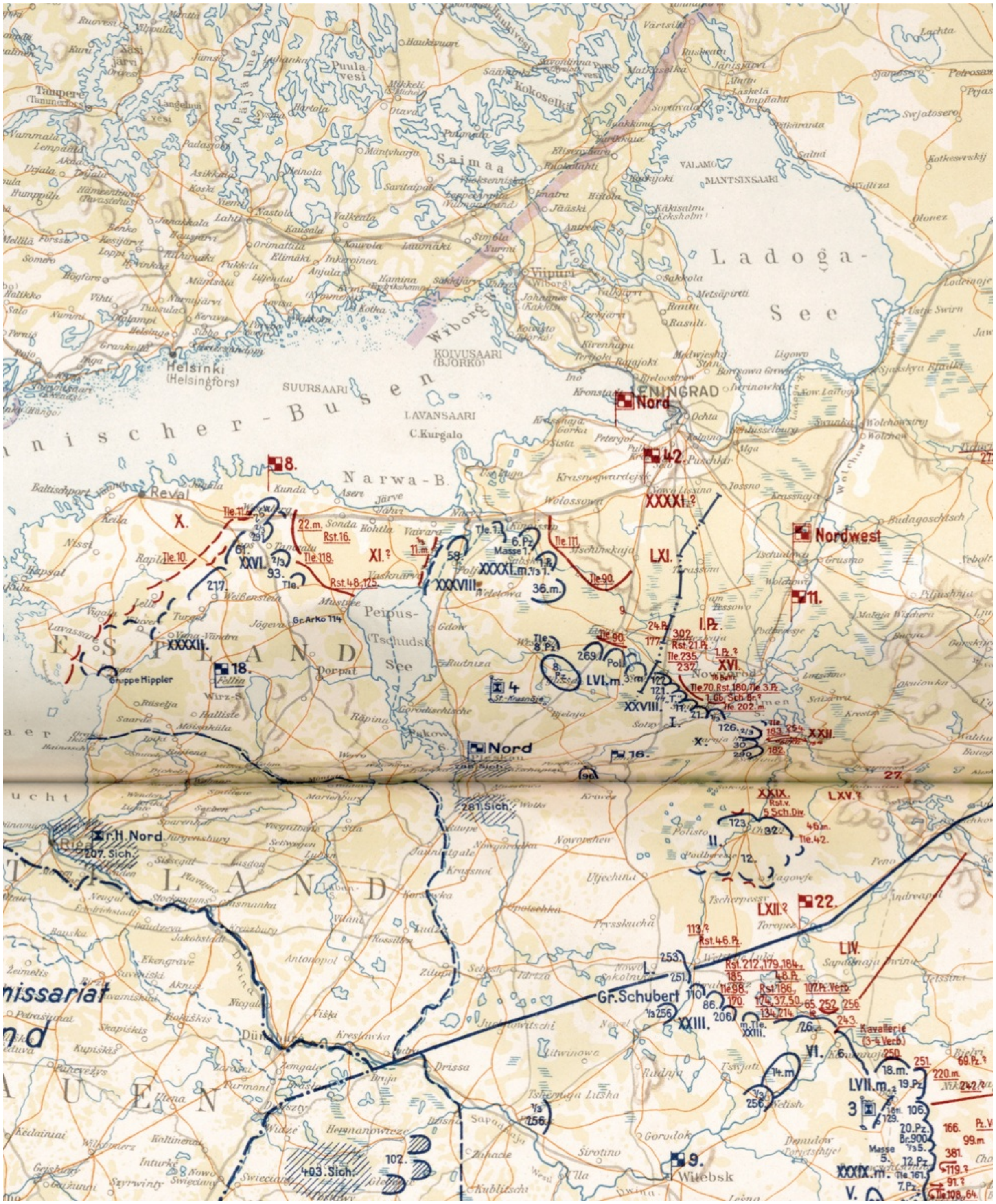
The 16. Armee remained widely dispersed. XXVIII Armeekorps was lining up alongside I Armeekorps while X Armeekorps' attack ground slowly towards Staraya Russa against mounting resistance. German intelligence had tentatively placed three new Soviet divisions in the area. About 150 miles (240 kilometres) to the south, L Armeekorps was attached to Army Group Centre's Ninth Army on 30 July to help it capture Velikye Luki. The three divisions of II Armeekorps stood back-to-back in the centre of the yawning chasm, trying to cover their exposed flanks and rear as they marched on Kholm. At least seven Soviet rifle divisions opposed them. On 31 July, Leeb admitted that defending his 220-mile-long (360-kilometre) eastern flank was 'impossible' with his available forces.

Stavka, anticipating that Army Group North was about to strike towards Leningrad again, reinforced the Northwestern Strategic Direction with another pair of armies. Nikolai N. Pronin's 34th Army (five infantry and two cavalry divisions) began moving from the Reserve Front guarding Moscow towards Staraya Russa on 6 August. The following day, Stavka ordered the formation of Lieutenant General Stephan Dmitrievich Akimov's 48th Army (one DNO, one tank, and three rifle divisions, plus a mountain brigade) in the Northwestern Front. Although it was facing ever longer odds, Army Group North could expect no significant reinforcements unless circumstances caused the ever-mercurial Hitler to change his mind yet again.

By 1 August, Army Group North had received a total of 50,000 tonnes of supplies by sea, and ships were landing cargo at the port of Parnu in Estonia as well as at Riga. These shipments greatly relieved stress on the railroads and Leeb's motorized supply columns – which were steadily shrinking as trucks broke down due to poor roads, overuse, and a lack of spare parts.

ARMY GROUP NORTH

5 AUGUST


Ladoga-See
Finnischer-Busen
Narwa-B.
Peipus-(Tschuds) See
Helsinki (Helsingfors)
Reval
Leningrad
Nord
Nordwest
Dorpat
Pleskau
Witebsk
Riga
H.Gr.H. Nord
Gr. Schubert
Gruppe Hippler
Saimaa
Wiborg

Hitler's Directive No. 34 forced Leeb to recast his plans. On 3 August, he issued Army Group North's General Order No. 3. General Order No. 2 of 27 July had foreseen the powerful Panzergruppe 3 attacking northeast in support of the 16. Armee's weak right wing. Now the situation was reversed, since 16. Armee's II Armeekorps was supposed to prepare the 12. Infanterie Division to attack southward towards Toropets in support of Army Group Centre's planned Velikye Luki offensive. X Armeekorps, still meeting determined Soviet resistance on the road to Staraya Russa, was to capture the town, then push on to the line of the Lovat River – and if possible, the Pola. These orders were very ambitious. II Armeekorps had taken Kholm on 2 August, but gaps 25–30 miles (40–50 kilometres) wide still loomed on both its northern and southern flanks. 16. Armee's two right wing corps could not even close these gaps, much less launch simultaneous, divergent offensives nearly 100 miles (160 kilometres) apart towards Toropets and Staraya Russa.

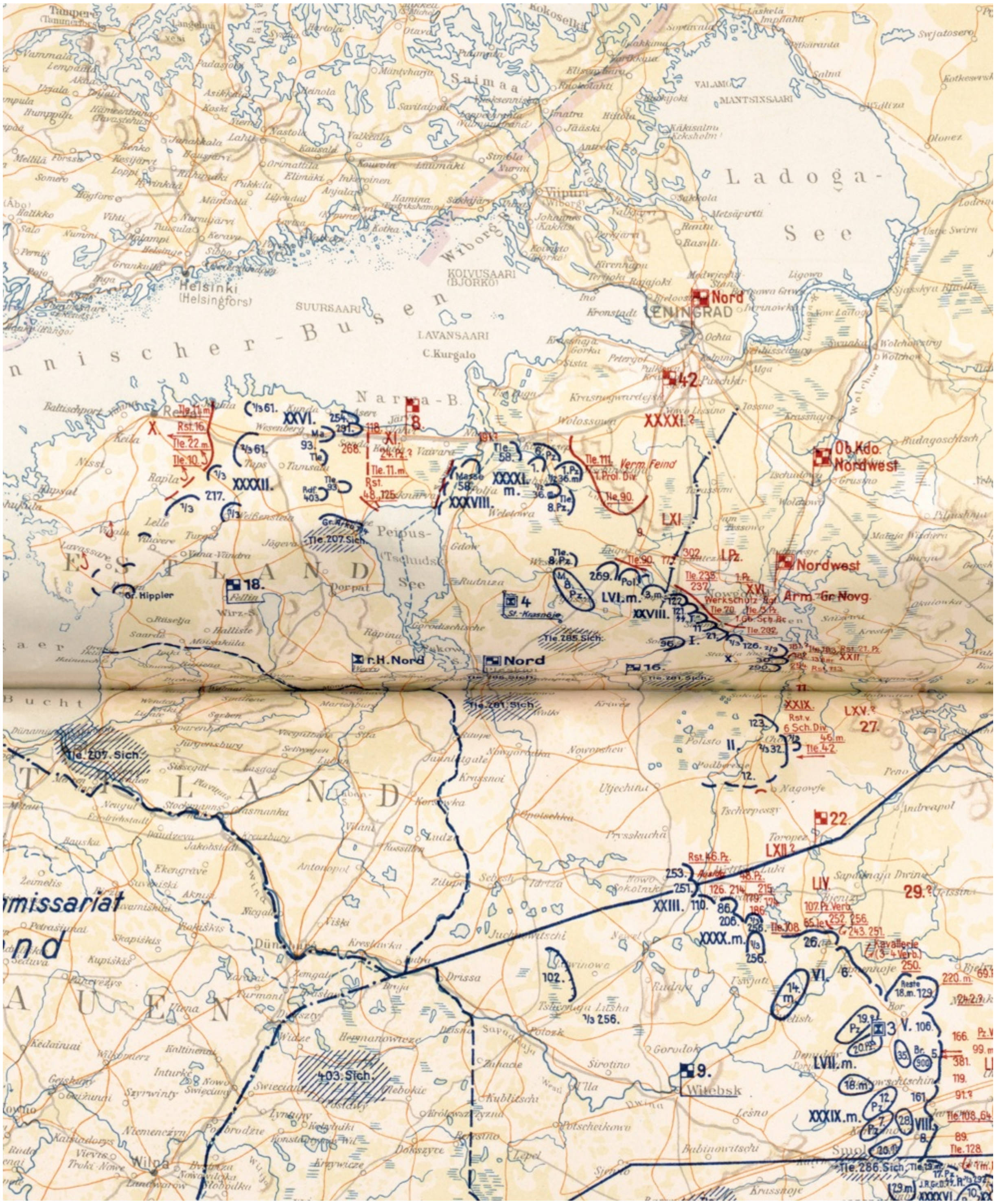
The wrangling over how to deploy Panzergruppe 4 had ended in an awkward compromise rather than a clear victory for either OKH or Army Group North. Thus, instead of forming a definite *Schwerpunkt* ('point of main effort'), Hoepner's precious mobile divisions remained scattered. As a sop to OKH, Leeb had transferred the SS Totenkopf Division to the 16. Armee for the attack on Novgorod. Yet, since OKH had prohibited Hoepner from sending LVI Armeekorps (mot) up behind XXXXI Armeekorps (mot), Manstein remained in front of Luga with only a single mobile division – the 3. Infanterie Division (mot) – although the 269. and SS Polizei Infanterie Divisions came under his command. The 8. Panzer Division was in panzer group reserve behind Manstein. It could theoretically reinforce either of the motorized corps or 16. Armee's Novgorod attack, but Hoepner was determined to give it to Reinhardt no matter how the offensive developed. The only unit in Army Group North's reserve was the 96. Infanterie Division.

In Estonia, 18. Armee had finished off the Mustvee Pocket (capturing 9,000 prisoners and 34 artillery pieces), ruptured the 8th Army's defences, and severed the highway between Tallinn and Narva. The portion of the 8th Army north of Lake Piepus faced encirclement if Panzergruppe 4's left wing advanced just a short distance northward to close the Narva gap. However, XXXVIII Armeekorps could not accomplish the mission with the 58. Infanterie Division alone, and Hoepner and Reinhardt were obsessed with the impending advance eastward and did not want to dissipate their strength in an attack towards Narva. Army Group North rationalized its failure to seize this opportunity to destroy a significant portion of the 8th Army by arguing that any trapped Soviet units would escape by sea anyway.

At this point, the Northern Front had about 250 operational tanks, including 68 in the 1st Tank Division and roughly 100 in the 24th Tank Division. Most of these were obsolete or obsolescent BT and T-26 models, though the 1st Tank Division had received at least a dozen KV-1s fresh off the assembly line of the Kirov Tank Factory in Leningrad.

ARMY GROUP NORTH

9 AUGUST



Ladoga-See
LENINGRAD
Nord
Kronstadt
Viipuri
Helsinki (Helsingfors)
Finnischer-Busen
Saimaa
Narwa-B.
Peipus-(Tschuds) See
ESTLAND
LETTLAND
LITAUEN
Dorpat
Ob.Kdo. Nordwest
Nordwest
Pz. Gr. Hippler
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16.
Nord
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Wilna
Dünaburg
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Tle. 281 Sich.
Tle. 285 Sich.
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The drive on Leningrad was supposed to begin on 8 August, but only a handful of units actually attacked before Field Marshal Leeb postponed the offensive due to bad weather. The arrival of VIII Fliegerkorps ('Air Corps') (three fighter groups, 2⅓ bomber groups, 3⅓ dive-bomber groups, and one close support group) had doubled the strength of Luftflotte ('Air Fleet') 1. Leeb was unwilling to attack without good weather that would allow the Luftwaffe to render maximum support for the offensive.

One of the German units that did attack on 8 August was the 6. Panzer Division, but it got nowhere. Moving on two narrow roads through swamps covered with knee-deep water, the division ran into roadblocks that it could not breach since they were covered by fire from strong fortifications. It later learned that the opposing Soviet forces were heavily reinforced on the night of 7–8 August and intended to launch an attack of their own on the afternoon of the 8th.

X Armeekorps finally captured Staraya Russa on 9 August, but stubborn Soviet troops still barred the way to its next objectives – the Lovat and Pola rivers. The rest of 16. Armee's front was at a standstill. The Velikye Luki–Toropets offensive was on hold awaiting the arrival of mobile divisions from Panzergruppe 3. II Armeekorps was too weak and isolated to do much more than hold its semicircular front around Kholm against Soviet counterattacks.

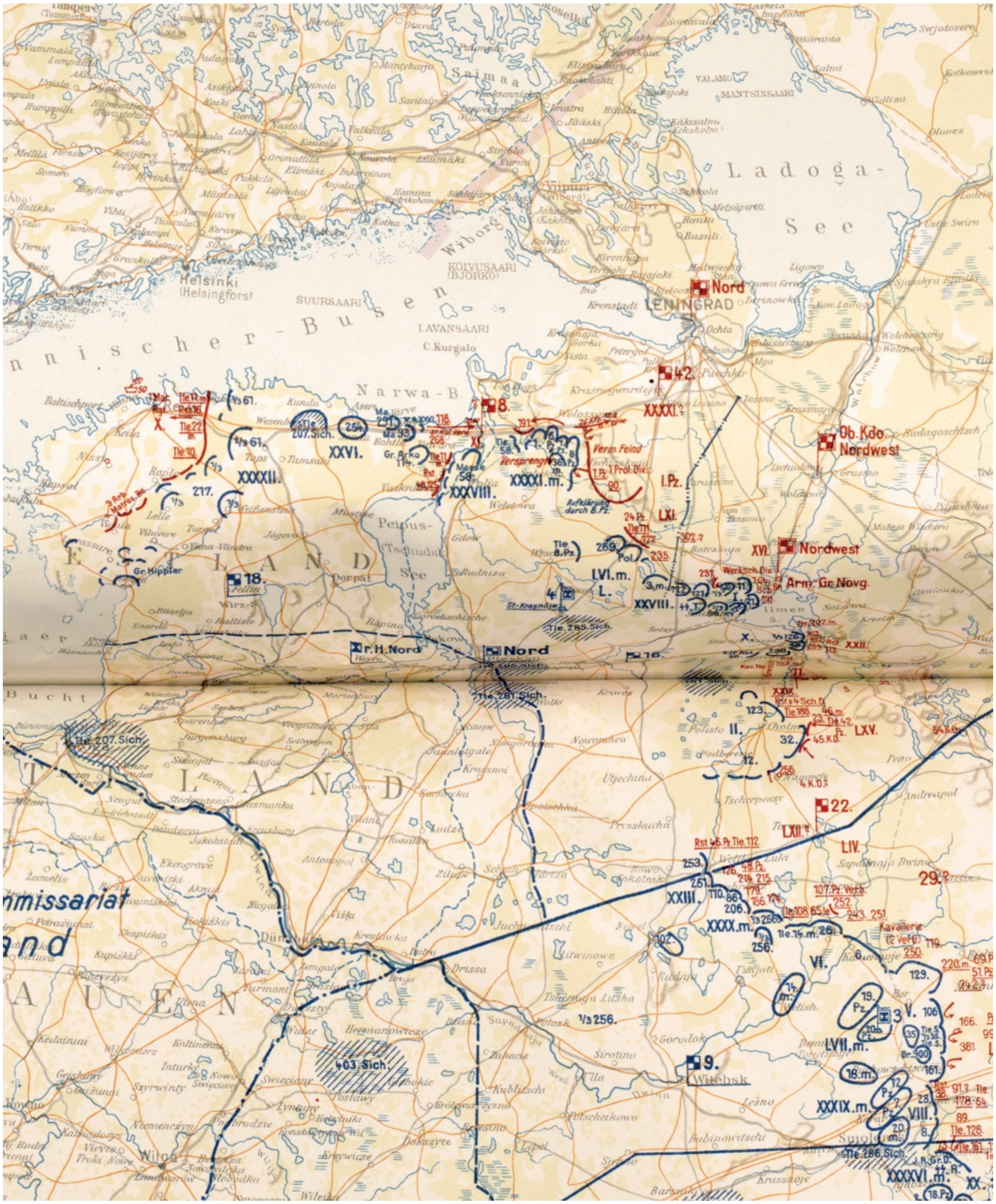
18. Armee, on the other hand, was making good progress. It had reached the Gulf of Finland, irrevocably splitting 8th Army in two. Now it was simultaneously advancing west towards Tallinn and east towards Narva. Given the army's limited strength, ad hoc battlegroups guarded long stretches of the front line. One, built around the headquarters of Major General Rudolf Friedrich's Artillery Commander 114 (Artillerie-Kommandeur, or Arko, 114), screened the region above Mustvee.

The 8th Army's eastern half was almost isolated in the Narva bottleneck, but still had a narrow escape route to the east thanks to the continuing inactivity of Panzergruppe 4's left wing. Hoepner and Reinhardt were still focusing myopically on the advance to Leningrad. By 9 August, a portion of the 8. Panzer Division had moved northwest to reinforce XXXXI Armeekorps (mot). This arguably premature action committed Panzergruppe 4's only reserve *before* the drive on Leningrad resumed. It would not be available to reinforce the attacks through Luga or Novgorod.

Voroshilov and Vatutin were planning to counter Army Group North's coming offensive with one of their own. They ordered the 11th, 27th, 34th, and 48th Armies to prepare to launch concentric attacks on X Armeekorps from east and west of Lake Ilmen. After encircling and destroying X Armeekorps, they would press on to capture Soltsy, Dno, and Kholm, rolling up the flank of the German thrust towards Leningrad and threatening its supply lines. D-Day was set for 12 August.

ARMY GROUP NORTH

13 AUGUST



Army Group North's offensive began on 10 August. This was no blitzkrieg advance, since the delay along the Luga had given the Soviets time to build several lines of concentric fortifications extending from the river all the way to

Leningrad itself. Many of these were field fortifications consisting of trenches, antitank ditches, and wood and earth bunkers, but some included steel and concrete shelters and pillboxes. Moreover, Army Group North had dispersed its forces by attacking on three different axes spread across a front 120 miles (200 kilometres) wide. 16. Armee's thrust towards Novgorod advanced slowly through difficult forest and marsh terrain. Panzergruppe 4's two motorized corps advanced no faster.

Manstein's weak LVI Armeekorps (mot) made little progress on the road to Luga, and the much stronger XXXXI Armeekorps (mot) had to grind its way forward against the stubborn 11th and 125th Rifle Divisions, which disputed every inch of ground. On 11 August, Reinhardt ambushed a detachment of the 1st Tank Division sent to reinforce Kingisepp and destroyed 28 Soviet tanks, including 11 KVs. The Soviets claimed 11 German tanks destroyed in exchange, but XXXXI Armeekorps (mot)'s slow advance continued. By 13 August, it had linked up its bridgeheads and was nearing the outskirts of Kingisepp, but still had not achieved a clean breakthrough. Some elements of the 8. Panzer Division were fighting in front of Kingisepp, but others remained tied down guarding the gap between Reinhardt's and Manstein's corps.

With exquisite timing, Vatutin's counteroffensive began on 12 August. The German drive on Novgorod had preempted 48th Army's planned attack, and the 27th Army was unable to dent II Armeekorps' defences around Kholm. However, the 34th Army, supported by the 11th Army's left wing, enjoyed immediate success. The rebuilt 163rd and 202nd Motorized Divisions and the 25th Cavalry Division raced westward through the gap between X and II Armeekorps. By 14 August, they had advanced 25 miles (40 kilometres), reached the Dno–Staraya Russa rail line, and were threatening to cut off X Armeekorps and sever the main supply route sustaining the attack on Leningrad.

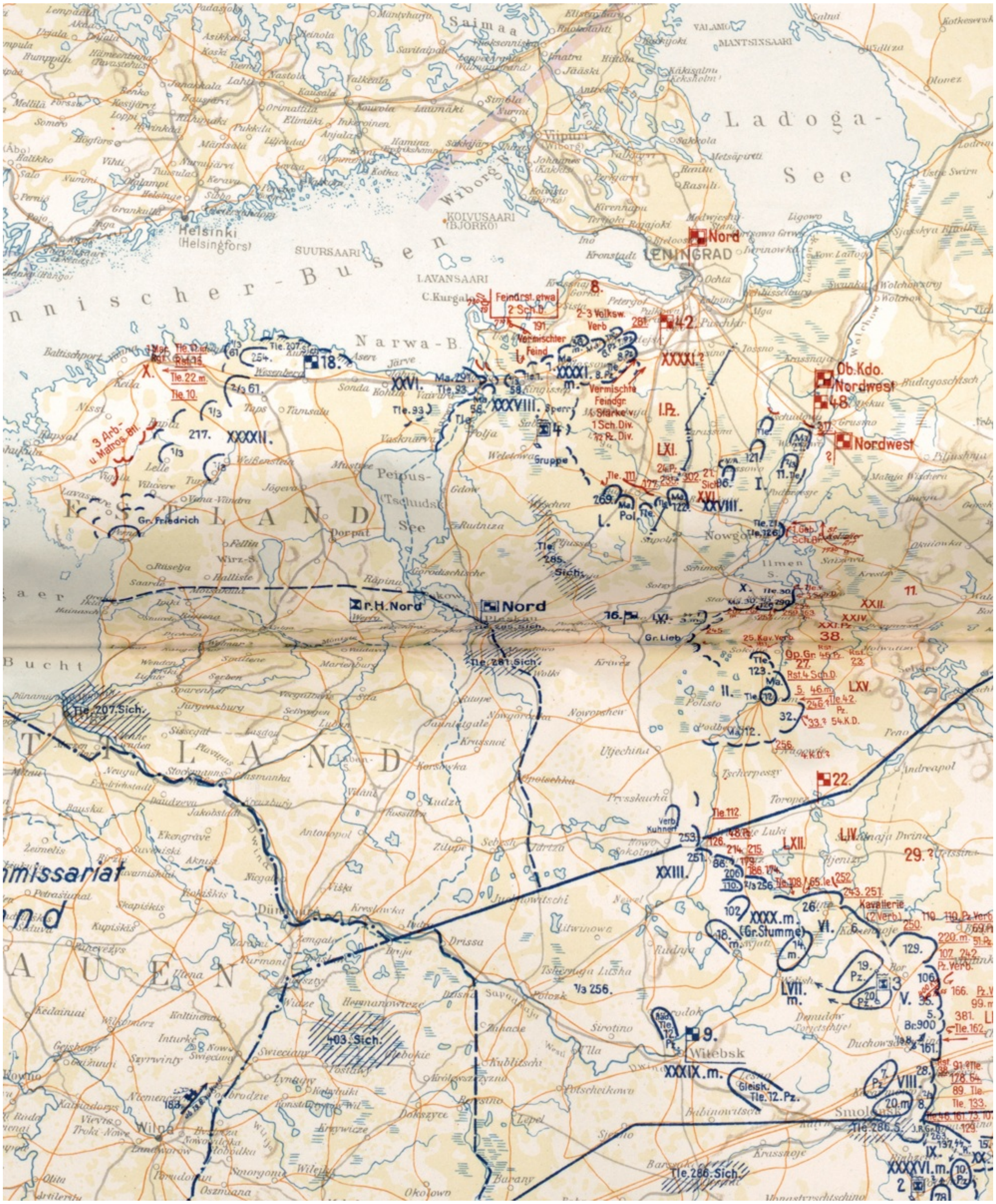
X Armeekorps refused its right flank and used Radfahr Battalion 30 to extend it westward, but the Germans did not realize the full extent of the danger since they had not yet detected the presence of the 34th Army. Elements of the 281. Sicherungs Division were operating behind the gap between X and II Armeekorps, but it was a weak, underequipped formation which was not intended for front-line service and accordingly had little artillery, antitank weaponry, or motor transport, and no organic engineering, signals, or reconnaissance units. Most of its infantry units were *Landesschützen* ('home guard') battalions that possessed few heavy weapons and were manned by men aged 35–45 or otherwise unfit for heavy combat duty.

Meanwhile, 18. Armee was advancing both to the east and west. German reconnaissance planes spotted 50 ships massed at Tallinn starting to evacuate the Soviet units cut off in western Estonia. The Luftwaffe also observed heavy Soviet motorized columns passing through Narva as troops of the 8th Army tried to escape eastward with a fast-moving forward detachment of the XXVI Armeekorps in hot pursuit. Meanwhile, the Arko 104 ad hoc battlegroup was moving in behind the Soviet troops defending the western bank of the Narva River down to Lake Piepus.

Hitler continued to vacillate about how to conduct the next phase of operations in the East. On 12 August, OKW (Oberkommando der Wehrmacht – i.e, Armed Forces High Command) issued an addendum to Directive No. 34 that reflected his latest thinking. It ordered Army Group Centre to defeat the 22nd Army west of Toropets as soon as possible using mobile formations of Panzergruppe 3, then to advance far enough north that Leeb would not have to worry about his eastern flank and could mass his infantry divisions against Leningrad. The addendum directed Army Group North to encircle Leningrad, link up with the Finns, and capture the Baltic islands west of Estonia. In particular, it was to destroy airfields on those islands from which the Red Air Force could launch air raids on Berlin.

ARMY GROUP NORTH

17 AUGUST



Saimaa
Ladoga-See
Helsinki (Helsingfors)
Finnischer-Busen
SUURSAARI
LAVANSAARI
KOIVUSAARI (BJÖRKÖ)
Viipuri
Wiborg
Kronstadt
LENINGRAD
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Peipus-See
Tschudskoe See
ESTLAND
Dorpat
Gr. Friedrich
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Nowgorod
Ilmen S.
rH. Nord
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Tle. 207 Sich.
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Wilna
LETTLAND
LITAUEN
Kommissariat

By mid-August, the 18. Armee's XXVI Armeekorps had finally taken Narva – pocketing a few Soviet units in the process – and linked up with Panzergruppe 4. However, XXXXII Armeekorps continued to advance into western Estonia directly away from the rest of Army Group North. Moreover, to accelerate the capture of Tallinn, General Küchler had detached the 254. Infanterie Division from XXVI Armeekorps and sent it to reinforce XXXXII Armeekorps. He also had General Friedrich's Arko 104 absorb Gruppe Hippler and launch diversionary attacks towards Tallinn from the south. The Soviets were defending this area with makeshift battalions of workers and sailors. In addition to Infanterie Regiment 504, Gruppe Friedrich included Radfahr Battalion 403; MG-Battalion 10; the I Battalion, Artillerie Regiment 291; a battery of the schwere ('heavy') Artillerie Abteilung 436; a company of Stumgeschütz ('Assault Gun') Abteilung 185; a company of Flak ('Antiaircraft') MG-Battalion 55; a company of Panzerjäger ('Antitank') Abteilung 563, and two engineer companies.

Meanwhile, Army Group North's renewed offensive towards Leningrad had ruptured the Luga line at both ends. On the right, 16. Armee's I Armeekorps had taken Novgorod on 15 August despite the difficult terrain and was now driving up the left bank of the Volkhov River. However, there were no mobile formations available to exploit the breakthrough and an entire week would pass before any arrived in the sector. The SS Totenkopf Division had been called away to help deal with the crisis south of Lake Ilmen.

Over on the left, Panzergruppe 4's XXXXI Armeekorps (mot) had taken Kingisepp, then wheeled east with three panzer divisions advancing shoulder to shoulder. On 15 August, 1. Panzer Division faced off against its 'opposite number' when the 1st Tank Division launched a counterattack. The Germans had superior leadership, more experience, and generally better tanks, since their Panzer IIIs and IV's outclassed the BT-7s, T-28s, T-26s, and T-50s that comprised most of the Soviet armour. The 1st Tank Division lost 52 of the 65 tanks engaged and gave up on mass counterattacks. Instead, its commander, Major General Viktor I. Baranov, used platoon-size ambushes to delay XXXXI Armeekorps (mot)'s advance while replacement tanks and personnel restored his division's strength to 59 tanks – including at least 20 KVs.

The XXXXI Armeekorps (mot) was attacking without support on either flank. On its right, an ad hoc 'blocking group' (Sperr Gruppe) maintained a tenuous connection with Manstein's LVI Armeekorps (mot), but was too weak to attack. 18. Armee was supposed advance on Reinhardt's left flank, but on

17 August its XXVI Armeekorps and elements of XXXVIII Armeekorpswere still mopping up the Narva bottleneck. Their failure to close the bottleneck sooner meant that several divisions of the 8th Army had escaped to threaten Reinhardt's lengthening left flank.

LVI Armeekorps (mot) was stalled in front of Luga. Soviet troops defending the city had held firm in their concrete fortifications and killed the SS Polizei Division's commander, Major General Arthur von Mülverstedt, with artillery fire on 10 August. With his attack going nowhere, Manstein finally got permission to join forces with Reinhardt. On 15 August, he turned over the Luga Sector to L Armeekorps' headquarters, which had transferred back to Army Group North, but left its infantry divisions behind in Army Group Centre. Field Marshal Leeb ordered L Armeekorps merely to pin down the enemy divisions opposing it so that the XXXXI Armeekorps (mot) and the 16. Armee's left wing could encircle them.

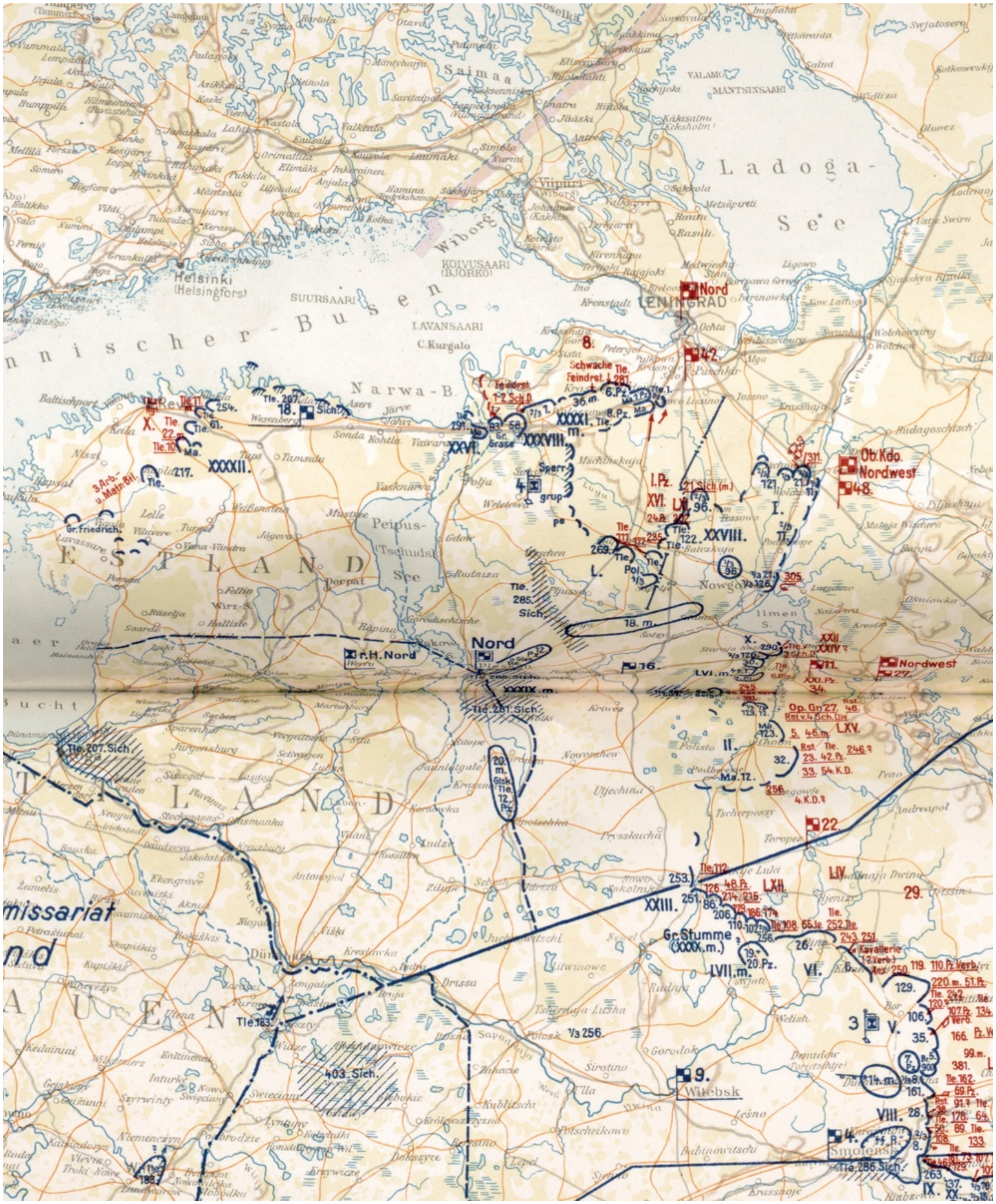
Manstein's headquarters and the 3. Infanterie Division (mot) began moving northwest on 15 August, but that very evening they received orders to turn 180 degrees and race southeast to Dno. That would be no easy matter, because the roads were so terrible that Manstein had taken eight hours to drive just 125 miles (200 kilometres) northwest towards Lake Samro. These unexpected and unwelcome orders came because Vatutin's attacks had pinned X Armeekorps with its back to Lake Ilmen and pushed it to the brink of annihilation.

As a stopgap, II Armeekorps' already overstretched 12. Infanterie Division had transferred its Infanterie Regiment 418 to X Armeekorps. Shown on the map as 'Gruppe Lieb', it extended the corps' right flank to link up with the 281. Sicherungs Division's weak picket line around the western end of the gap between X and II Armeekorps. However, these improvisations would not suffice to save the day, since by now Army Group North knew that a previously undetected Soviet army – which it misidentified as the 38th Army – was leading the Soviet onslaught. Leeb decided to master the crisis by launching a counterattack with the 3. Infanterie Division (mot) and the SS Totenkopf Division, though the absence of these two crucial motorized formations would inevitably slow the advance on Leningrad. LVI Armeekorps (mot) never rejoined Panzergruppe 4.

The crisis south of Lake Ilmen and the diversion of Manstein's corps away from Leningrad caused Hitler to change his mind yet again. After a month of vacillation, on 15 August Hitler finally decided to shift three mobile divisions from Army Group Centre to Army Group North. Panzergruppe 3 had to give up XXXIX Armeekorps (mot), which started north to replace Manstein's corps in the drive on Leningrad. It would take about ten days to arrive. Hitler also postponed Army Group Centre's planned advance on Moscow, giving Vatutin's offensive south of Lake Ilmen immense strategic significance.

ARMY GROUP NORTH

21 AUGUST


Saimaa
Ladoga-See
Helsinki (Helsingfors)
Viipuri (Wiborg)
Wiborg
KOIVUSAARI (BJÖRKÖ)
SUURSAARI
LAVANSAARI
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Narwa-B.
Kronstadt
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Peipus-(Tschudskoje) See
ESTLAND
Dorpat
Nowgorod
Ilmen S.
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Smolensk
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IX.
LITAUEN
Kommissariat

The 3. and Totenkopf Infanterie Divisions (mot) moved into camouflaged assembly areas without the Soviets detecting them. Supported by VIII Fliegerkorps, they attacked on the morning of 19 August. The 34th Army's divisions were facing north when the surprise blow landed from the west. Swiftly thrusting east, LVI Armeekorps (mot) bowled the Red Army units over from the flank one after another before they had time to face west. By 20 August, Manstein's divisions and X Armeekorps had the 34th Army pinned in a small, triangular bridgehead west of the Polist River. After an all-night artillery bombardment, the Germans moved in for the kill on 21 August, massacring many of the trapped Soviet troops and capturing thousands more.

Vatutin's counteroffensive south of Lake Ilmen thus ended in disaster, but had not been a complete failure. It had diverted LVI Armeekorps (mot) at a crucial moment, delayed the advance on Leningrad, and disrupted German plans at the strategic level by convincing Hitler to transfer the XXXIX Armeekorps (mot) to Army Group North. By 21 August, the 18. Infanterie Division (mot) was coming up behind the 16. Armee's left wing, and the 12. Panzer Division and the 20. Infanterie Division (mot) were strung out in road columns that stretched from Opochka to northeast of Pskov.

Army Group North's right flank was now making good progress. 16. Armee's I Armeekorps had taken the town of Chudovo on 20 August, severing the main Leningrad–Moscow rail line. Soviet resistance had been practically nonexistent, which suggested that 16. Armee could easily advance northward to cut off Leningrad from the east as Hitler and OKH had desired for so long. However, in the absence of the Totenkopf Division, it had no mobile formations available to seize the opportunity and would not until the XXXIX Armeekorps (mot) arrived in another three to four days.

XXXXI Armeekorps (mot)'s advance unexpectedly came to a screeching halt just 25 miles (40 kilometres) from Leningrad when it encountered the formidable Krasnogvardeysk Fortified Region. On the morning of 19 August, a well-deployed platoon of five KV-1s from the 1st Tank Division ambushed the 8. Panzer Division just west the city and destroyed several dozen German tanks, armoured cars, and halftracks without suffering any losses itself. The remnants of the Soviet 8th Army were also causing major problems. For, although its divisions appear on the map as *Feindrst* ('enemy remnants') and *Schwache Feindrst* ('weak enemy remnants'), they were still counterattacking Reinhardt's exposed left flank. He had to divert the 6. Panzer Division and the 36. Infanterie Division (mot) to help guard against them.

Since XXXXI Armeekorps (mot)'s eastern advance was at a standstill, Field Marshal Leeb decided to have it thrust southward to help encircle the enemy units defending Luga. L Armeekorps remained stationary in front of Luga, but XXVIII Armeekorps was wheeling west to form the right pincer of the planned encirclement. Although the gap between it and XXXXI Armeekorps (mot) was still more than 30 miles (48 kilometres) wide on 21 August, they had cut all the major roads and rail lines running towards Luga, disrupting the defenders' supply lines and putting them at great risk of total encirclement. Yet, as long as the developing pocket blocked the only decent road that ran to Leningrad from the south, German convoys could not use it and the German divisions operating to the north consequently had to wrestle constantly with logistical shortfalls.

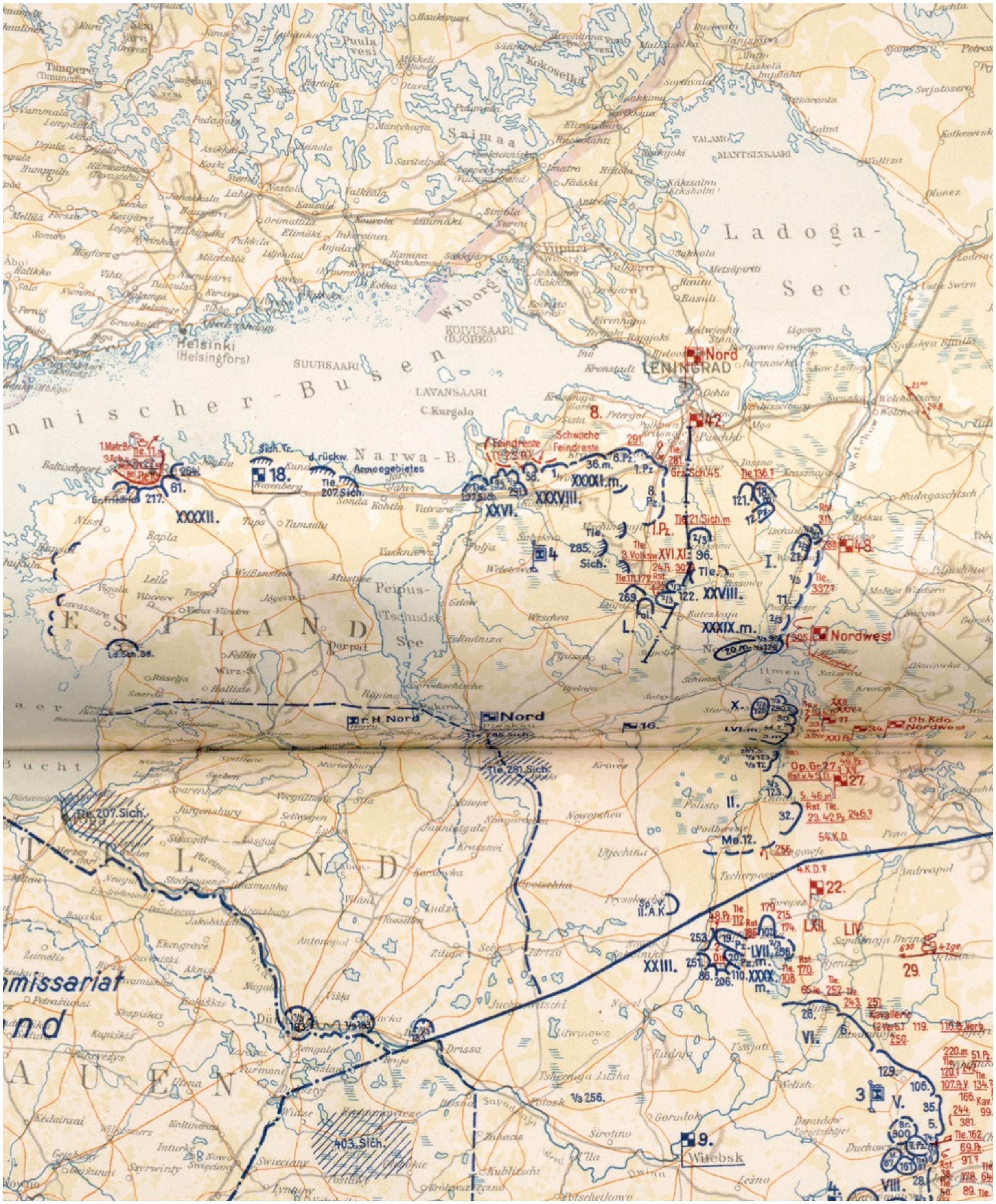
Army Group North's General Order No. 5, issued on 21 August, provided guidance for the next stage of the advance on Leningrad. The immediate objective was to envelop the city closely from the east, west, and south. Hitler prohibited German units from entering the city without his express permission because he wanted to avoid heavy street battles – especially with the mobile divisions.

General Order No. 5 directed the 16. Armee to form a defensive line along the Volkhov River – including a bridgehead at Novgorod – with minimal forces. The rest of the army would push north to encircle Leningrad from the south and east, though XXVIII Armeekorps first had to help destroy the enemy forces at Luga. 18. Armee's primary mission was to protect Panzergruppe 4's left flank, but half of its infantry divisions were still tied down in Estonia. Until they arrived, Panzergruppe 4 would help close the Luga encirclement and envelop Leningrad from the west as far as possible given the continuing threat to its left flank.

Over in western Estonia, the three divisions of 18. Armee's XXXXII Armeekorps were fighting their way towards Tallinn against a Soviet force of roughly equivalent size. It was a slow advance that delayed the divisions' planned redeployment eastward and left Panzergruppe 4's left flank exposed.

ARMY GROUP NORTH

25 AUGUST



Ladoga-See
LENINGRAD
Helsinki (Helsingfors)
Finnischer-Busen
Narwa-B.
ESTLAND
Peipus-(Tschudskoje) See
Ilmen S.
Nord
Nordwest
XXXXII.
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XXXVIII.
XXXXI.m.
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XXXIX.m.
Witebsk

Wherever he looked on 25 August, the Northwestern Strategic Direction's commander, Marshal Voroshilov, saw nothing but ongoing and looming disasters. The 18. Armee's XXXXII Armeekorps was closing in on Tallinn and the Soviet naval evacuation accelerated. The German and Finnish Navies had laid minefields to bar the evacuation, but Soviet losses were light until 24 August, when an outgoing convoy lost three of its nine transports, the destroyer *Engels*, and three minesweepers. After the war, Vice Admiral Friedrich Ruge wondered why the German Navy did not make a concerted effort to prevent the evacuation.

Further east, the trap was closing on Luga's defenders, who lost the city to the SS Polizei Division on 24 August. Meanwhile, XXXXI Armeekorps (mot), ordered to wait for the 18. Armee to eliminate the threat on its left flank before resuming its drive to the east, had attacked southward with the 8. Panzer Division. By 25 August, the gap between it and XXVIII Armeekorps' 96. Infanterie Division had narrowed substantially. Six rifle divisions, two DNOs, and the 24th Tank Division were almost 'in the bag'.

Meanwhile, XXXIX Armeekorps (mot)'s 12. Panzer Division and 18. Infanterie Division (mot) had easily taken Lyuban just 55 miles (88 kilometres) southeast of Leningrad and were poised to strike north and sever Leningrad's last road and rail links to the rest of the Soviet Union. The 48th Army, reduced to a strength of just 6,235 men and 31 artillery pieces, was utterly incapable of preventing this from happening.

South of Lake Ilmen, Manstein had reached the Lovat River and established bridgeheads across it. His counterstroke had sealed the dangerous gap between X and II Armeekorps, and crushed the Soviet 34th Army. The Germans claimed to have taken 18,000 prisoners, and destroyed or captured 200 tanks, 300 mortars and artillery pieces, 36 antiaircraft guns, and 700 vehicles. Yet, when he reached the Lovat, Manstein found the far bank defended by numerous determined and well-dug-in Soviet troops. Soviet aircraft ranged over the battlefield at will since the Luftwaffe had concentrated its planes to support the assault on Leningrad.

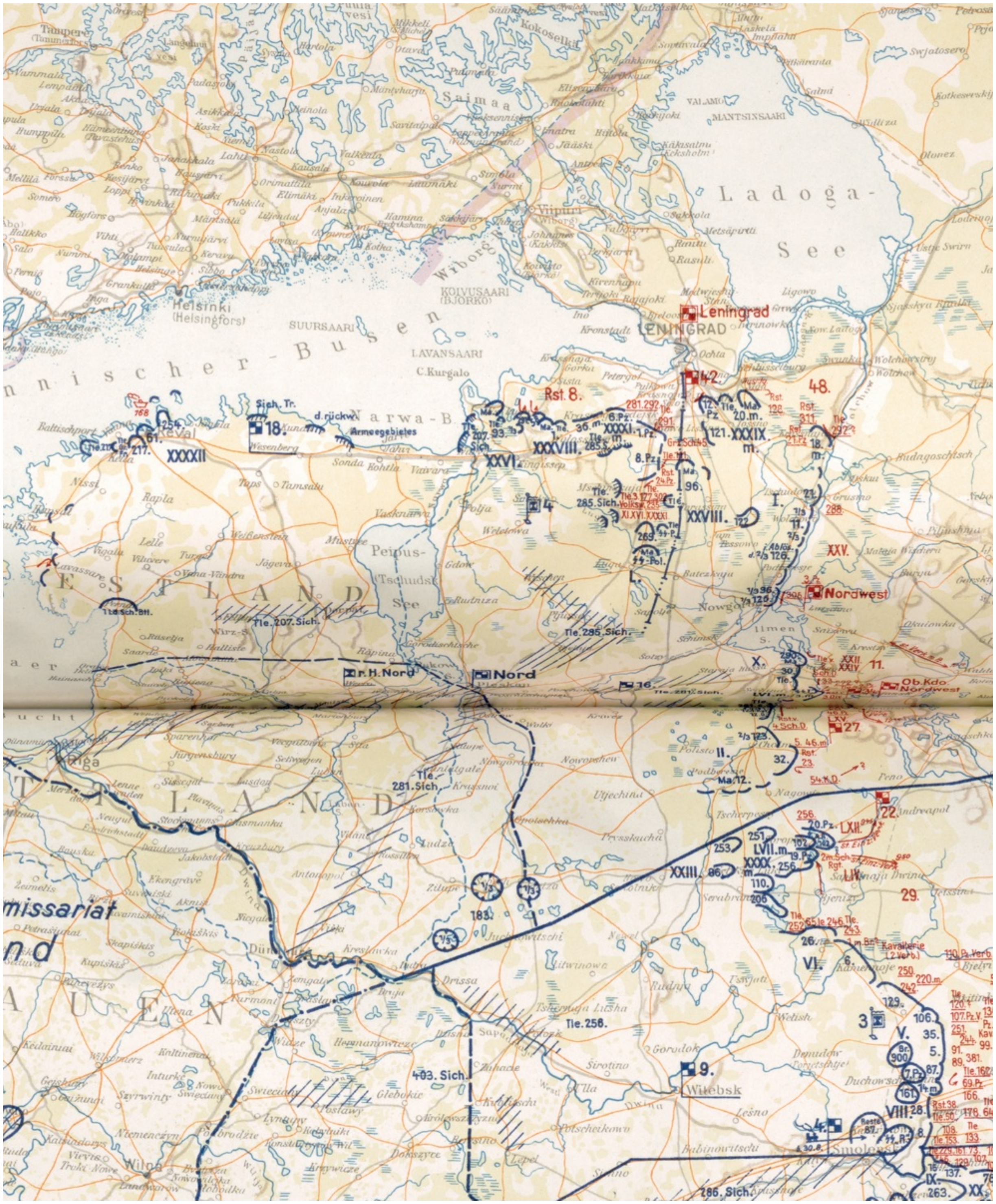
Just across the inter-army group boundary, the 19. and 20. Panzer Divisions of LVII Armeekorps (mot) were leading 9. Armee's attack on Velikye Luki. By 25 August, they had encircled much of the 22nd Army east of Velikye Luki. OKH had already begun planning to have the two divisions move further north to join Manstein's LVII Armeekorps (mot) and the 16. Armee's II and X Armeekorps in an advance through Demyansk and the Valdai Hills. Thus, Vatutin's failed counteroffensive had caused two-thirds of Panzergruppe 3's strength – two of three motorized corps – to be diverted northwards at a crucial moment.

The only place where things were quiet was north of Leningrad, where the Finns had halted their offensive in Karelia roughly along the line of their 1939 border with the Soviet Union. The Germans urged the Finns to press on southward, but neither the government in Helsinki nor Marshal Carl Gustav Mannerheim, commander-in-chief of the Finnish armed forces, were inclined to do so. The Finns were fighting only to recover the territory they had lost in the peace settlement of 1940, had a certain distaste about being allied with a nation that had invaded their Scandinavian neighbours Denmark and Norway, and wished to avoid a complete breach with the United States – against which they never declared war.

Stavka reorganized Leningrad's defences on 23 August. It abolished the Northern Front and split it in two. Henceforth, the new Leningrad Front would defend the city against Army Group North, while the Karelian Front would defend it against Finnish troops attacking from the north. Voroshilov reassigned the 48th Army from Northwestern Front to the Leningrad Front so that all the forces defending the city answered to a single headquarters.

ARMY GROUP NORTH

29 AUGUST


Ladoga-See
Leningrad
LENINGRAD
Helsinki (Helsingfors)
Nordwest
Nord
Ob.Kdo Nordwest
Witebsk
ESTLAND
Riga
Reval
Wiborg
Peipus-Tschudskoe See
Ilmen S.

The weather took a turn for the worse in the last days of August as heavy rains reduced the roads to channels of deep, clinging mud. Yet, Army Group North was still making good progress across the board.

The 18. Armee's XXXXII Armeekorps took Tallinn on 28 August and captured 11,500 prisoners. Harried by the Luftwaffe and German motor torpedo boats, four large convoys had left the embattled city the day before. German planes sank three transports and an icebreaker before nightfall. The convoys pressed on but ran into a newly laid German minefield off the Juminda Peninsula and suffered appalling losses – 13 transports, five destroyers, three submarines, and ten small surface combatants. The Luftwaffe returned at dawn on 28 August and sank another four transports. Just one damaged transport made it to Kronstadt.

South of Lake Ilmen, the 16. Armee's X Armeekorps and LVI Armeekorps (mot) had reduced the Soviet 34th Army to fleeing fragments and were advancing eastward towards the Valdai Hills. By 29 August, Manstein's vanguard had reached the Pola River.

Just beyond Army Group North's southern flank, the 9. Armee had crushed the Soviet 22nd Army, eliminating eight divisions and capturing 30,000 prisoners in the Velikye Luki Pocket. The LVII Armeekorps (mot) and XXXX Corps pursued the army's remnants northeast, took Toropets on 29 August, and were on the verge of closing the worrisome gap south of II Armeekorps.

Meanwhile, 16. Armee's northern wing was rapidly approaching Leningrad. On 26 August, Colonel General Rudolph Schmidt had assumed command of Gruppe Schmidt, which included his own XXXIX Armeekorps (mot) and the XXVIII Armeekorps. His mission was to cut off Leningrad from the east as quickly as possible. By 29 August, elements of his 12. Panzer Division and 20. Infanterie Division (mot) had taken Mga – severing Leningrad's last rail line to the rest of the Soviet Union – and reached the Neva River. Further east, the 18. Infanterie Division (mot) was approaching the outskirts of Kirishi on the Volkhov River.

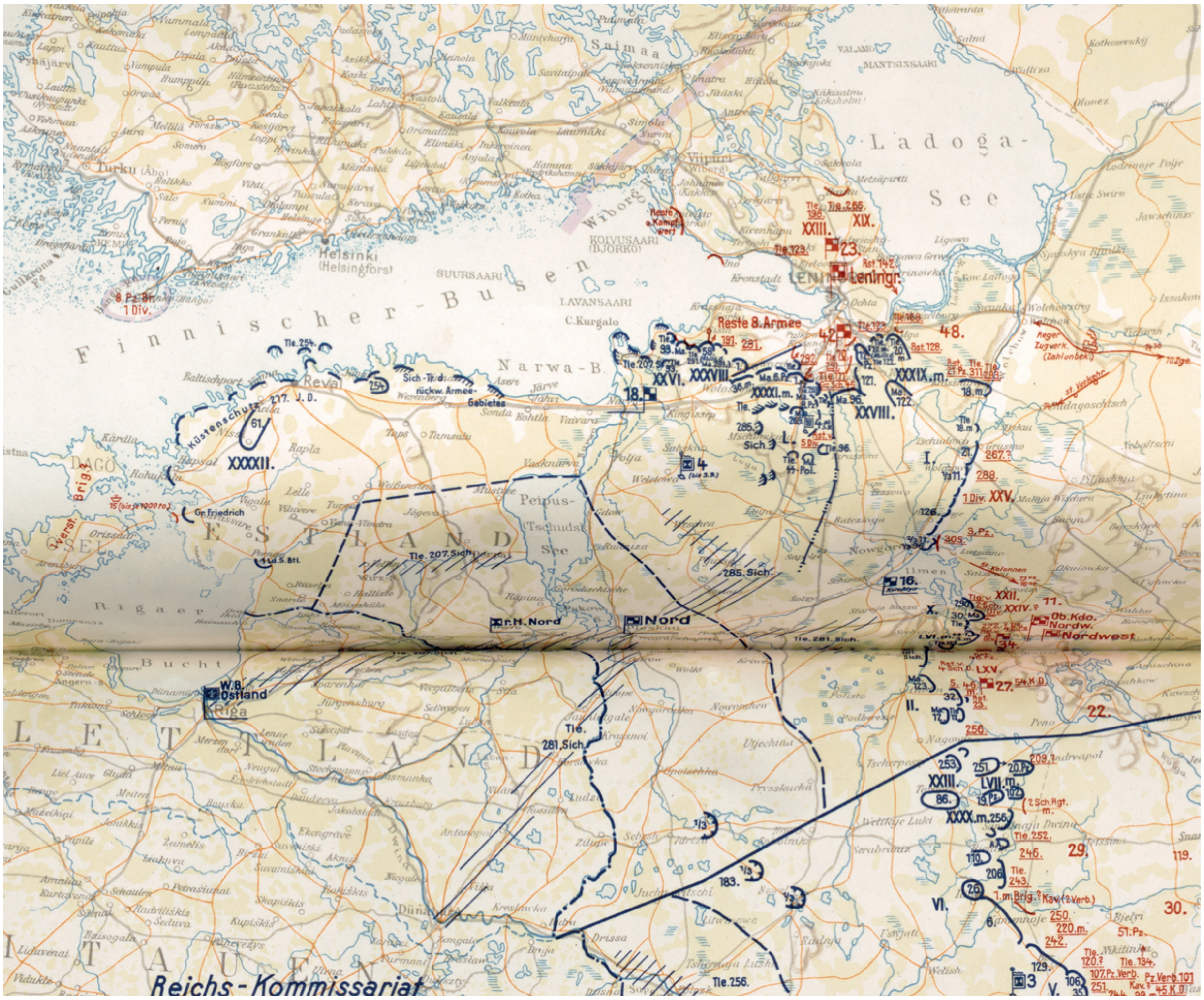
Just to the west, elements of three German corps were converging on tens of thousands of Soviet troops fighting in virtual encirclement north of Luga. The gap between XXXXI Armeekorps (mot)'s 8. Panzer Division and XXVIII Armeekorps' 96. Infanterie Division was now barely 6 miles (9.6 kilometres) wide, and every inch of the narrow corridor was swept by German artillery fire.

After a pause of about a week, the rest of XXXXI Armeekorps (mot) finally resumed its eastward attack, grinding its way through the defences of Krasnogvardeysk. The 18. Armee's parallel attack meant to cover the motorized corps' exposed left flank continued to progress slowly. However, the fall Tallinn meant that a division or two would soon be able to start moving eastward from Estonia to reinforce the 18. Armee.

On 29 August, Field Marshal Leeb decided that Army Group North's next objectives would be: 1) to establish a tight encirclement south of Leningrad, 2) seize bridgeheads across the Neva River further east, and 3) drive north to Lake Ladoga to cut off the city from the rest of the Soviet Union. When sufficient infantry divisions arrived, they would attack from the bridgeheads to encircle Leningrad closely from the north as well and link up with the Finns fighting west of Lake Ladoga. Leeb believed that a further advance eastward to join hands with the Finns east of Lake Ladoga would be possible after a pause of perhaps ten days.

Yet, just when Army Group North finally seemed on the verge of victory at long last, Stalin pulled another three armies out of his hat. On 27 August, Stavka ordered the 4th, 52nd, and 54th Armies to array themselves along the Volkhov River to prevent German and Finnish troops from linking up east of Lake Ladoga. The first to arrive was the 85,000-strong 54th. Stavka also abolished the Northwestern Strategic Direction on 27 August and folded its remnants into the Leningrad Front under Voroshilov.

ARMY GROUP NORTH
2 SEPTEMBER


Ladoga-See
Finnischer-Busen
Helsinki (Helsingfors)
Turku (Åbo)
Wiborg
Viipuri
Leningr.
Reste 8. Armee
48.
XXIII.
XIX.
23.
Kronstadt
SUURSAARI
LAVANSAARI
KOIVUSAARI (BJÖRKÖ)
Narwa-B.
Reval
XXVI.
XXXVIII.
XXXXI.m.
XXXIX.m.
XXVIII.
XXXXII.
18.
Küstenschutz
217. J.D.
61
DAGÖ
ESTLAND
Peipus-See
Tschudskoje
4
I.
XXV.
Ilmen
16.
XXII.
XXIV.
11.
Ob.Kdo. Nordw.
Nordwest
X.
LXV.
27.
LVI.m.
Nord
r.H.Nord
Rigaer Bucht
W.B. Ostland
Riga
LETTLAND
II.
22.
XXIII.
LVII.m.
XXXX.m.
29.
30.
VI.
V.
3
Tle. 207 Sich.
Tle. 285 Sich.
Tle. 281 Sich.
Tle. 256.
183.
Reichs-Kommissariat

Another two Soviet armies appeared in front of Leningrad on 31 August, but did not strengthen the city's defences since they were formed by reshuffling units already on hand. General Popov had sought and received Stavka's permission to split the Krasnogvardeysk Fortified Region in two. The 42nd Army, led by Lieutenant General F. S. Ivanov, assumed command of Krasnogvardeysk itself, and the 291st Rifle Division, and the 2nd and 3rd DNOs in the eastern sector. Major General I. G. Lazarev's 55th Army took control of the 70th, 90th, 168th, and 237th Rifle Divisions and the Slutsk–Kolpino Fortified Region in the western sector.

On 2 September, Stavka ordered Marshal Grigori I. Kulik's 54th Separate Army – which fell under its direct command – to deploy between Lake Ladoga and Kirishi. It was to finish assembling its two tank brigades, and one cavalry and three rifle divisions by 5 September and launch a counterattack to reopen the rail line running through Mga the following day.

While the counterattack was in preparation, heavy rains and determined Red Army troops defending robust fortifications continued to impede Army Group North's advance. Eliminating the Soviet forces trapped north of Luga was taking longer than expected, and the 18. Armee's attack south of the Gulf of Finland was also making disappointingly slow progress. The battered Soviet 8th Army remained in the fight and reinforcements were bolstering its strength. The German 18. Armee, on the other hand, could expect no reinforcements until the 254. Infanterie Division arrived from Estonia, but that would take about two weeks.

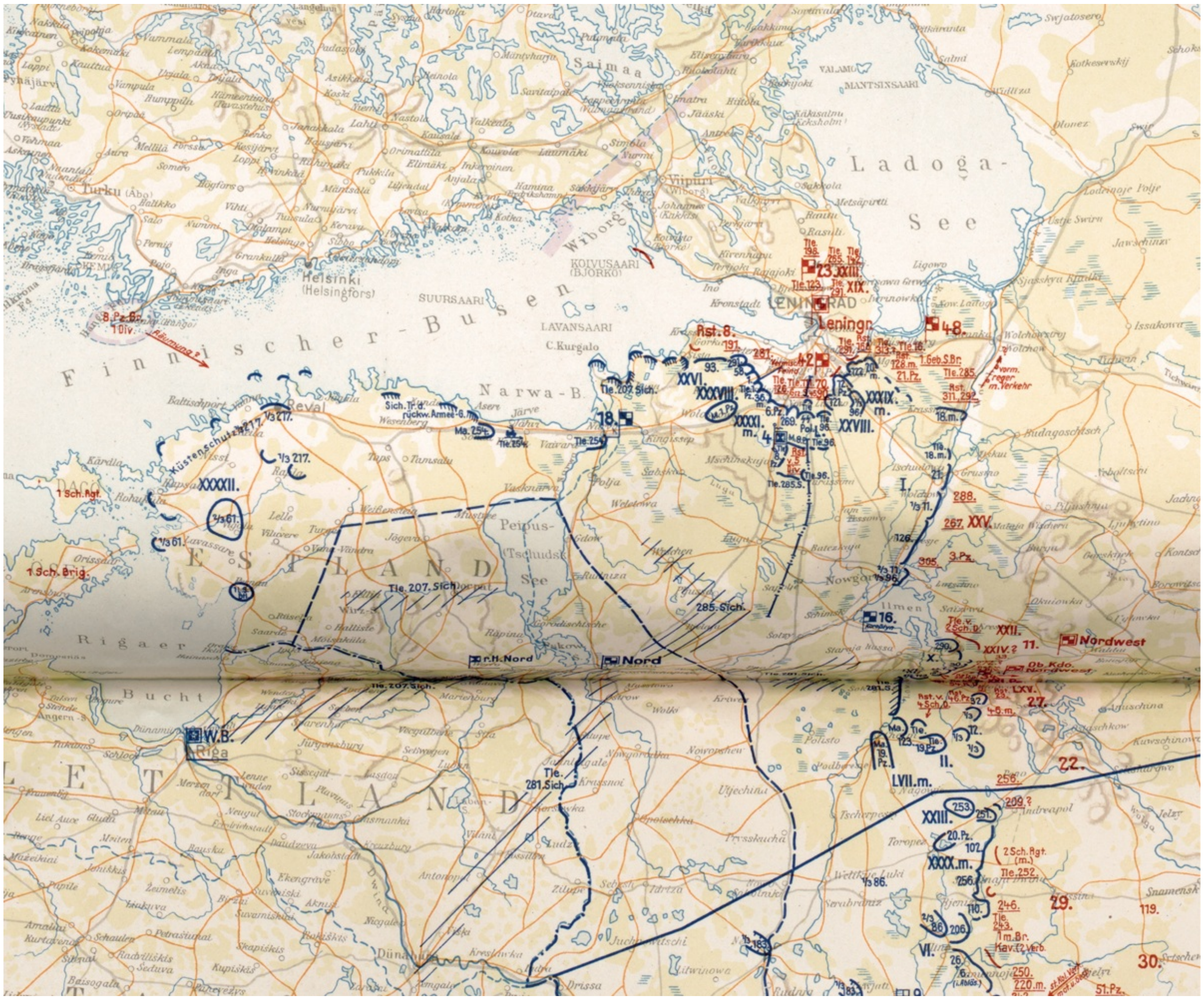
Gruppe Schmidt attacked on two axes. The 20. Panzer Division and the 96. and 121. Infanterie Divisions were trying to outflank the Krasnogvardeysk Fortified Region, which continued to stymie Panzergruppe 4. Further east, XXXIX Armeekorps (mot) was attacking north to seize bridgeheads across the Neva and sever Leningrad's overland communications by thrusting to Lake Ladoga. However, Lieutenant General S. D. Akimov's decimated 48th Army somehow managed to drive the 20. Infanterie Division (mot)'s vanguard out of Mga on 30 August, while a division of NKVD border guards halted the 122. Infanterie Division's advance. The Germans recaptured Mga on 31 August, but Akimov was receiving reinforcements and launched further counterattacks on 2 September.

On the front below Lake Ilmen, the Soviets launched a fierce, tank-supported counterattack on 30–31 August that inflicted painful losses on Manstein's badly depleted 3. and SS Totenkopf Infanterie Divisions (mot). However, further south, II Armeekorps started to gain ground after a long pause. Hitler saw an opportunity to encircle the 11th and 27th Armies, eliminating the threat to Army Group North's southern wing and allowing it to release some mobile formations to Army Group Centre.

Accordingly, on 1 September, OKH ordered the LVII Armeekorps (mot) to join Army Group North temporarily. The 19. and 20. Panzer Divisions were to move from Toropets to Kholm starting on 5 September, then attack northeast to link up with the LVI Armeekorps (mot) in the Valdai Hills near Demyansk. Yet, OKH also stipulated that the two units had to return to Army Group Centre by 15 September – accompanied by the LVI Armeekorps (mot) headquarters and the 3. Infanterie Division (mot).

ARMY GROUP NORTH

6 SEPTEMBER


Ladoga-See
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Finnischer-Busen
Leningrad
Wiborg
Kronstadt
Narwa-B.
Reval
Estland
Peipus-See
Ilmen
Nowgorod
Rigaer Bucht
Riga
Lettland
Nord
Nordwest
XXVI.
XXXVIII.
XXVIII.
XXXIX.
I.
XXXXII.
18.
16.
X.
II.
XXIII.
LVII.m.
VI.

By September, Germany's top leadership believed that Leningrad was doomed. Knowing that the city's last overland communications would be cut within a matter of days, Hitler was convinced that it would soon starve and fall of its own weight. There would be no need for Army Group North to carry Leningrad by assault at the cost of heavy casualties. Halder was of the same mind. On 5 September, he wrote in his diary, 'Leningrad. Our objective has been achieved. It will now become a secondary theatre of operations.'

Having already written Leningrad off, Hitler and Halder were – for the first time since *Barbarossa* began – fully in accord that the eastern armies should mass their strength in Army Group Centre's sector in order to take Moscow before winter came. Thus, on 6 September, Hitler issued Directive No. 35, which ordered Army Group Centre to prepare for the Moscow offensive – Operation *Typhoon* – and the other army groups to transfer forces to it. Army Group North would have to surrender Panzergruppe 4 and the VIII Fliegerkorps by 15 September, but the directive still required it to capture Leningrad by siege, then link up with the Finns in Karelia immediately north of the city.

Müller-Hildebrand's postwar study stated, 'The provisions of this directive were in sharp conflict with actual circumstances and future possibilities on Army Group North's front.' In order to besiege Leningrad successfully, the Germans had to closely encircle it on all sides, and that, in turn, required a westward attack across the Neva River above the city. As soon as Field Marshal Leeb received the directive, he fired back an urgent reply to OKH stressing that he could not complete the close encirclement by 15 September – and could not do so at all after Panzergruppe 4 and VIII Fliegerkorps left. In that case, he predicted with remarkable accuracy that Leningrad would retain access to Lake Ladoga, and that supplies carried across by water would prevent it from being starved into surrender. The city would become a 'permanent cauldron [i.e., pocket]' tying the 18. Armee down in extended siege lines and exposed to attack from the rear.

Of course, nothing was known about this in the Soviet camp, where things looked grim indeed for Marshal Voroshilov. Since many of its combat formations had not arrived at the front on time, the 54th Separate Army had to delay its planned 6 September counterattack towards Mga. Worse yet, the German XXXIX Armeekorps (mot) clearly aimed to sever the city's last overland supply route by attacking north to Lake Ladoga. If that happened, four armies, the Baltic Fleet, and millions of civilians would be on starvation rations, and the stream of replacements that had been keeping the Leningrad Front on its feet would be interrupted. The regular and militia units in front of the city were fighting with remarkable determination, but their morale could crack once food, fuel, ammunition, and reinforcements grew short.

Leningrad would also be doomed if its civilian population gave way to panic. Throughout the campaign, tens of thousands of civilians had volunteered to serve at the front and tens of thousands more had laboured round-the-clock, digging trenches, antitank ditches, and artillery emplacements, and building bunkers and machine-gun pillboxes. Army Group North's long delays in front of the Luga River and then Krasnogvardeysk had allowed them to build a series of concentric fortification lines ever closer to the city. Now they were throwing up another on the very edge of Leningrad.

If underfed civilian workers stopped showing up or – worse yet – began looting warehouses and intercepting ration convoys heading for the front, the city would fall into chaos. And who knew if the militia troops fighting at the front would stay in the ranks if troops had to open fire on their rioting families in a bid to restore order? There might even be demands that Leningrad surrender in order to spare civilian lives. The Germans knew all this and began shelling the city with heavy artillery to induce panic. Several 240mm howitzers fired the opening volley on 4 September.

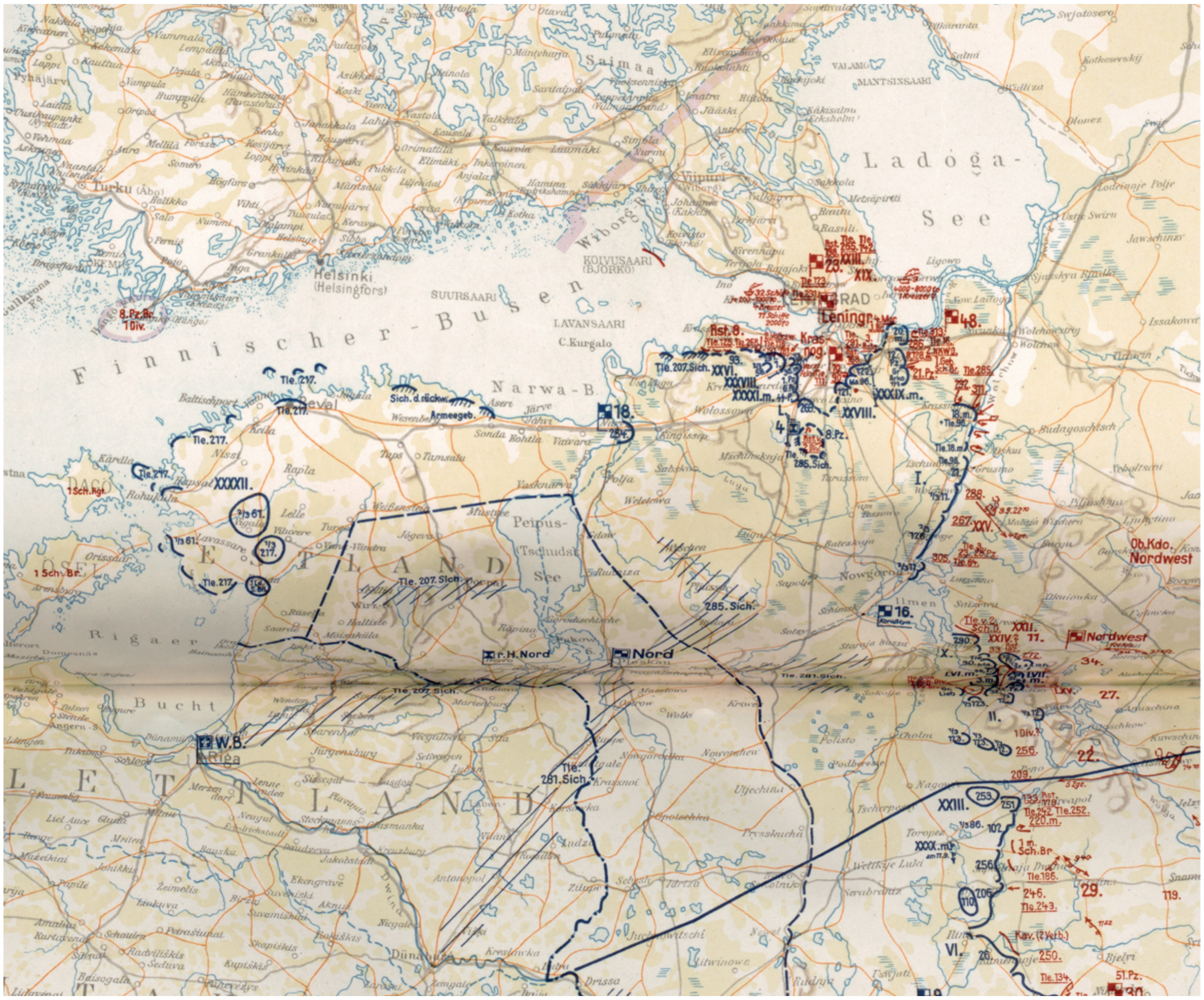
Far from the drama unfolding at the cradle of Bolshevism, XXXXII Armeekorps had finished occupying Estonia and was starting to prepare for an assault on the Baltic islands. The Soviet forces on the islands did not pose much of a threat, but could not simply be ignored, and therefore tied down Germans forces that were badly needed elsewhere. Since General von Küchler believed that the 61. and 217. Infanterie Divisions were sufficient for the task, the 254. Infanterie Division was already moving east by rail to rejoin the rest of the 18. Armee in front of Leningrad.

On Army Group North's right wing, X Armeekorps and LVI Armeekorps (mot) resumed their advance on 4 September after the rains let up somewhat. They made slow progress through a sodden landscape, but II Armeekorps had achieved a breakthrough east of Kholm and LVII Armeekorps (mot) was starting to move up behind it. The 19. Panzer Division was already nearing the front, although the 20. Panzer Division was still in Army Group Centre's sector heading back to Toropets.

By 6 September, German intelligence suspected that the Soviets were starting to evacuate to their garrison from the isolated enclave at Hango, but it was mistaken.

ARMY GROUP NORTH

10 SEPTEMBER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Finnischer-Busen
Narwa-B.
Peipus-See
Rigaer Bucht
Helsinki (Helsingfors)
Turku (Åbo)
Wiborg
Viipuri
SUURSAARI
LAVANSAARI
KOIVUSAARI (BJÖRKÖ)
C.Kurgalo
Leningrad
Reval
Riga
E S T L A N D
L E T T L A N D
Saimaa
Ob.Kdo. Nordwest
Nordwest
r.H.Nord
Nord
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16
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XXXIX.m.
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8.Pz.
285.Sich.
281.Sich.
Tle.207.Sich.
Tle.217.
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23
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119.
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Kav.(Zykl.)

Three critical developments occurred in Army Group North's sector between 7 and 10 September. Firstly, XXXXI Armeekorps (mot) – which had been at a standstill for three weeks – finally began advancing towards Leningrad again on 9 September. It attacked in concert with infantry divisions of XXXVIII Armeekorps on its left and L Armeekorps to the right, although coordination between the three was poor since no single headquarters controlled all of them. The 36. Infanterie Division (mot) led Reinhardt's assault against the strongly fortified 42nd Army, with the 1. and 6. Panzer Divisions following in echelon. The 8. Panzer Division was in reserve helping to cordon off the Luga Pocket, which had been slowly drifting northwards as many of the encircled Soviet troops infiltrated towards Leningrad through the forests and swamps.

The Germans advanced rapidly on the first day of the offensive, but the 42nd Army soon recovered from its shock, and counterattacks halted XXXVIII Armeekorps and the 6. Panzer Division. Since the attack thrust along the boundary between the 18. Armee and Panzergruppe 4, no single headquarters commanded the entire operation, and the Germans had difficulty coordinating the two different formations. Naval gunfire support from the Baltic Fleet, anchored off the island fortress of Kronstadt, was also a problem, and the defenders fought stubbornly for every inch of ground. The 36. Infanterie Division (mot) still managed to achieve a breakthrough in the centre of the German offensive on 10 September, but that same day, OKH warned Leeb that he must transfer XXXXI Armeekorps (mot) to Army Group Centre 'in good condition'.

The second key development took place east of Leningrad, where XXXIX Armeekorps (mot) had been struggling to advance through a landscape of thickets, swamps, and scrub grass for nearly a week. XXVIII Armeekorps had been attacking westward against the 55th Army with equally disappointing results. Leeb switched the 12. Panzer Division from XXVIII Armeekorps to XXXIX Armeekorps (mot) in exchange for the latter's 122. Infanterie Division. Reinforced by panzers, the 20. Infanterie Division (mot) finally broke through and seized the key high ground at Sinyavino on 7 September. The next day, it raced north to capture Schlüsselburg, cutting Leningrad off from the rest of the Soviet Union. Stalin was enraged to learn about the fall of Schlüsselburg from a German radio announcement.

The third crucial development occurred southeast of Lake Ilmen, where the 16. Armee was on the cusp of a major victory. The entire LVII Armeekorps (mot) had reached the front and came under the operational control of II Armeekorps' commander, General Walter von Brockdorff-Ahlefeldt. Gruppe Brockdorff thrust north to capture Demyansk and became the anvil against which X Armeekorps and LVI Armeekorps (mot) hammered the 11th and

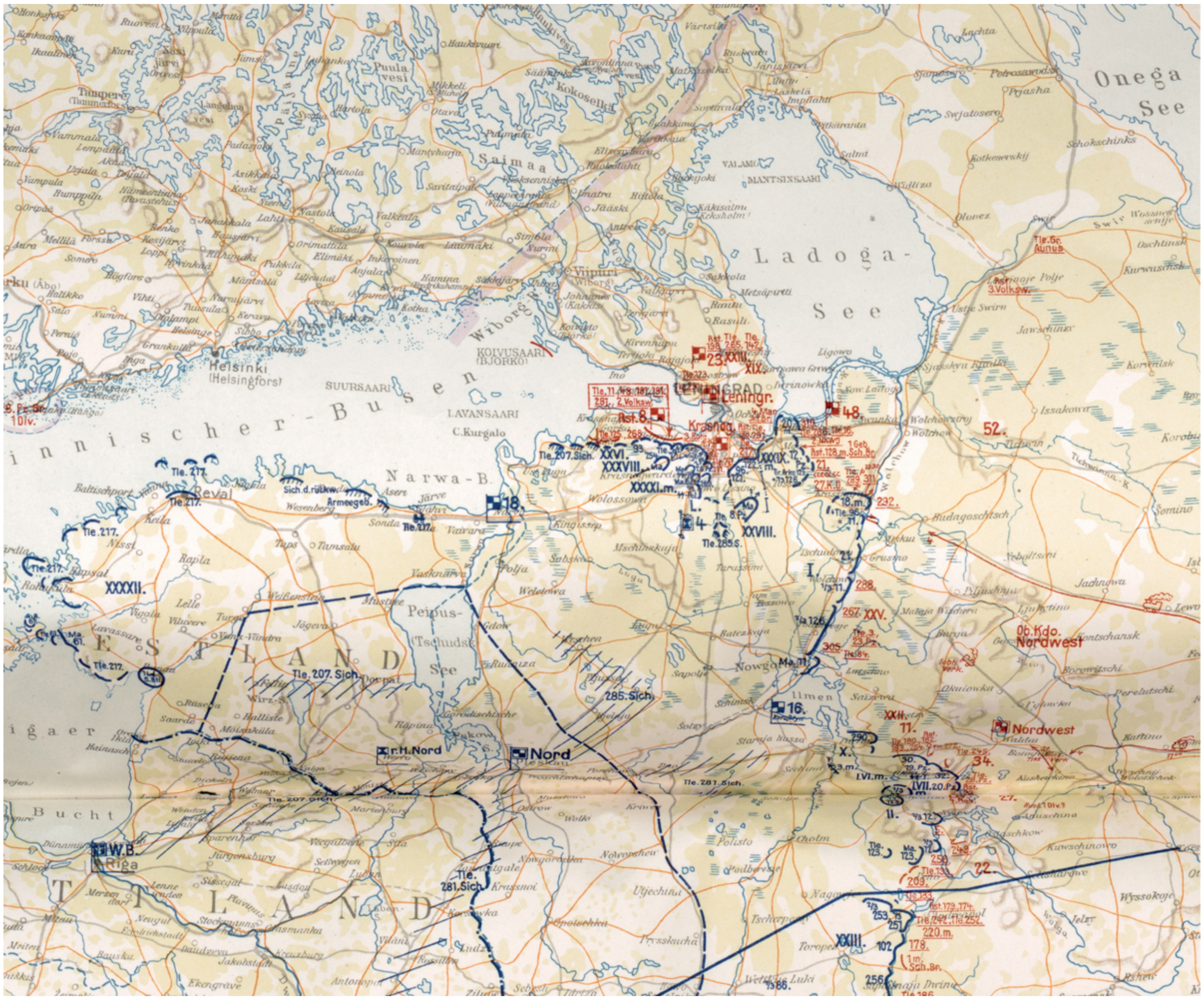
27th Armies. By 10 September, the Germans had encircled elements of 14 Soviet rifle divisions and seven tank units in two pockets.

Operation *Beowulf II* – XXXXII Armeekorps' offensive against the Baltic islands – began on 9 September when the 217. Infanterie Division invaded the island of Vormsi. The 61. Infanterie Division stormed tiny Kessu the following day. Since the distances from the mainland were short, the Germans conducted these assaults like river crossings using assault boats.

However, the Soviets were already striking back at Army Group North's most vulnerable point – the claustrophobically narrow and thinly defended corridor which XXXIX Armeekorps (mot) had driven to the shore of Lake Ladoga. German combat troops were in such short supply that Artillerie-Kommandeur 123 (Arko 123) had to hold a sector of the corps' eastern front with an ad hoc battlegroup – and a broad gap yawned in the swamps between its right wing and I Armeekorps' left wing north of Kirishi. On 10 September, the 54th Separate Army launched its delayed attack on Mga, initiating the 1st Sinyavino Offensive. Further east, the Soviets were also attacking the 18. Infanterie Division (mot) defending the vital Kirishi 'corner post' from both sides of the Volkhov River.

ARMY GROUP NORTH

14 SEPTEMBER


Onega See
Ladoga-See
Helsinki (Helsingfors)
Wiborg
Finnischer-Busen
Narwa-B.
Leningr.
Reval
Peipus-(Tschuds) See
Estland
Lettland
Riga
Nowgorod
Ilmen
Nord
H.Nord
18.
16.
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48.
52.
Ob.Kdo. Nordwest
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XXXXII.
XXVIII.
XXXXI.m.
L.
I.
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The most important development in Army Group North's sector during this period does not appear on the map. For, on 11 September, Stalin replaced the increasingly pessimistic and overwhelmed Voroshilov with the ruthless, implacable, and talented General Georgi Zhukov. The dictator had been appalled to learn that Voroshilov was planning to destroy Leningrad's factories and military installations before the Germans arrived – a sure indication that he had lost hope of defending the city. Yet, Stalin himself warned Zhukov, 'It is an almost hopeless situation', before sending him on his way. Upon arriving, Zhukov immediately cancelled Voroshilov's demolitions and told his subordinates not to take one step back from their current positions.

Zhukov did not control Kulik's 54th Separate Army, and reporting channels that came together only in Moscow meant that he received very little information about the 1st Sinyavino Offensive. In fact, the offensive wasn't making much progress, although it inflicted substantial casualties on the overextended XXXIX Armeekorps (mot). The next day, a counterattack by the 12. Panzer and 21. Infanterie Divisions crumpled Kulik's left flank. He restored the situation temporarily with a counterthrust of his own on 12 September, but had to strip units away from the Mga axis in order to do it. XXXIX Armeekorps (mot) struck both of Kulik's flanks over the next few days, halting the 1st Sinyavino Offensive in its tracks.

In order to improve command and control, Stavka dissolved the 48th Army on 12 September and added its last pathetic remnants to Kulik's army. On 13 September, Zhukov suggested that Kulik abandon the stalled attack on Mga and deliver his main attack against Schlüsselburg.

Army Group North's offensive south of Leningrad continued to gain ground but would surely grind to a halt as soon as XXXXI Armeekorps (mot)'s mobile divisions left for Army Group Centre. Leeb begged OKH to let him keep the corps a short time longer in order to close up to the intended siege line. On 12 September, OKH agreed to transfer the mobile divisions one at a time and at the last possible moment. The 8. Panzer Division was supposed to be the first to leave on 13 September, but the crisis south of Lake Ladoga forced Leeb to send it to reinforce the hard-pressed XXXIX Armeekorps (mot) on 14 September.

The XXXXI Armeekorps (mot) turned east – away from the direct route into Leningrad – in order to help the lagging L and XXVIII Armeekorps reach a tight siege line before the panzers departed. The attack shattered the 42nd Army's defences on 11 September and took Krasnoe Selo on the 12th. Outflanked from the north, Krasnogvardeysk fell to L Armeekorps the same day. The 18. Armee's XXXVIII Armeekorps, attacking on Reinhardt's left, came within 3 miles (5 kilometres) of the coast at Uritsk, threatening to split the 8th and 42nd Armies from each other. The 55th Army was also in crisis after the XXVIII Armeekorps broke through defences south of Kolpino on 12 September.

In the absence of the 8. Panzer Division, the Germans could not fully exploit their gains, and the L Armeekorps bogged down in front of the Duderhof Heights, where Soviet troops occupied modern fortifications comprising underground concrete bunkers and pillboxes linked by tunnels. The 6. Panzer Division cracked the position from behind on 13 September after fortuitously capturing plans detailing the layout of the fortifications. However, the following day, the division received orders to pull out of the line and prepare to march down to join Army Group Centre.

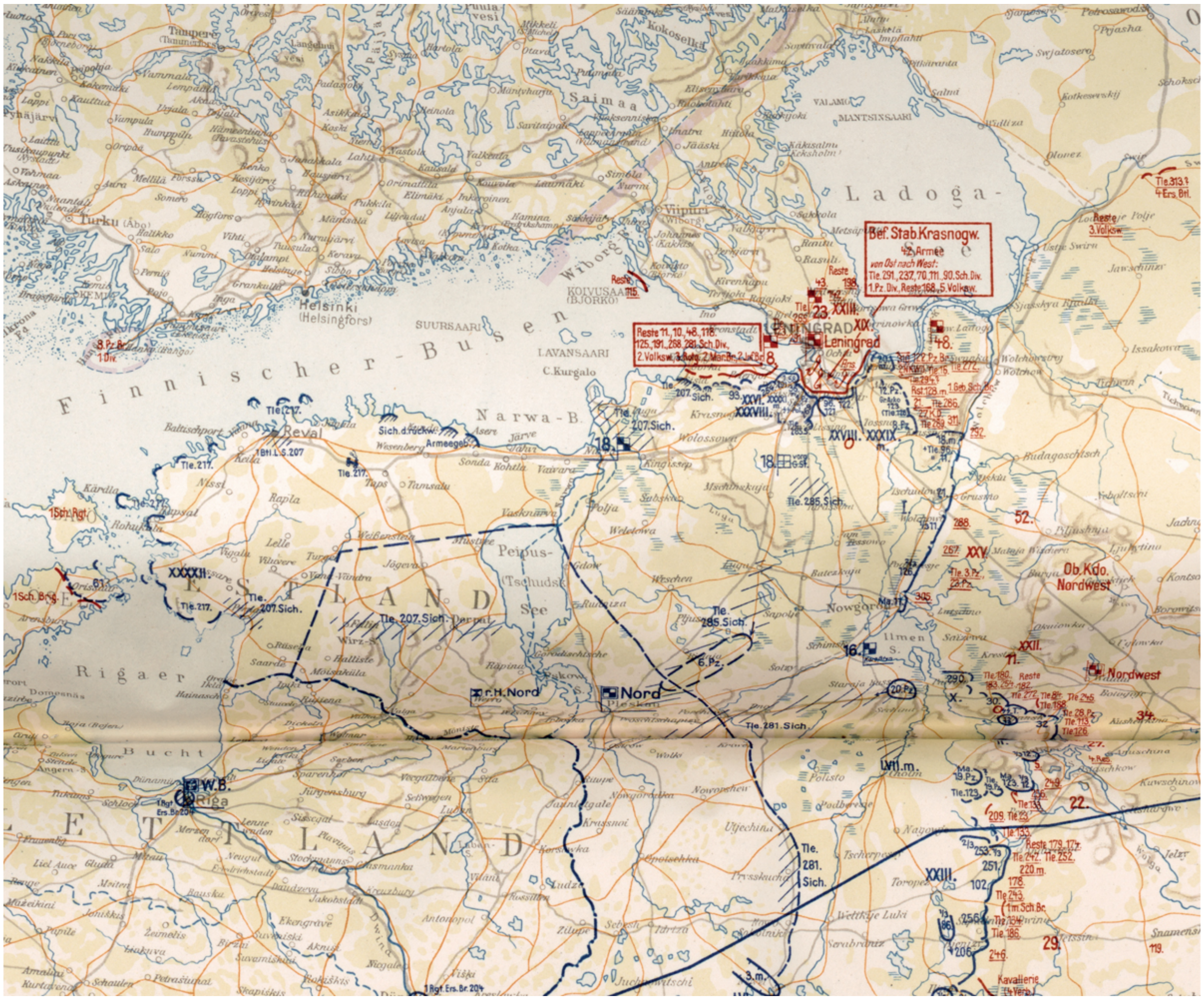
The 285. Sicherungs Division finally eradicated the last vestiges of the Luga Pocket on 14 September. The Germans had killed or captured 30,000 Soviet troops, and captured 500 artillery pieces and 180 tanks. Nonetheless, a few small groups escaped the final roundup and tried to slip through to Soviet lines.

16. Armee had also nearly finished mopping up the pockets southwest of Demyansk and was preparing to transfer LVI and LVII Armeekorps (mot) to Army Group Centre. General von Manstein would not be accompanying the former, since orders arrived on 12 September for him to take command of the 11. Armee in Army Group South. The army's previous commander, General Eugen von Schobert, had died when his Fieseler Storch liaison plane landed in a minefield.

The next phase of Operation *Beowulf II* began on 13 September as the German and Finnish Navies simulated preparations for amphibious landings on the northern, western, and southern coasts of Saarema. The real assault targeted Muhu before dawn on 14 September, when the 61. Infanterie Division's Infanterie Regiment 151 crossed from the mainland on 180 assault boats. Some of the barges and ferries built in 1940 for Operation *Sealion* – the cancelled amphibious invasion of Britain – also participated in this operation. A platoon-sized glider assault targeting a key Soviet coastal defence battery failed.

ARMY GROUP NORTH

18 SEPTEMBER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(Helsingfors)
Turku (Åbo)
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Wiborg
Finnischer-Busen
Befr. Stab Krasnogw.
Leningrad
Narwa-B.
Reval
Estland
Peipus-See
Ob. Kdo. Nordwest
Ilmen S.
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16.

The 61. Infanterie Division captured most of Muhu within two days, but it was already looking west to Saarema. On the morning of 16 September, waves of Luftwaffe aircraft supported an infantry attack across the 2.5-mile-long causeway that linked the islands. Three battalions quickly established a bridgehead on Saarema, and by 18 September, the 61. Infanterie Division had captured about a quarter of the island.

Leeb had issued a new general order on 15 September. Despite Panzergruppe 4's imminent withdrawal, he gamely stuck to the objective of encircling Leningrad from the north although his troops would have to accomplish three other missions before crossing the Neva. Firstly, the 16. Armee had to master the crisis in the Sinyavino bottleneck, where Stavka was continuously feeding in new units. Secondly, the 18. Armee had to form a tight encirclement south of Leningrad. Finally, the 18. Armee had to destroy the 8th Army, which was tying down substantial German forces.

Even completing these subsidiary missions would not be easy. The 6. Panzer Division departed on the night of 15 September, and Panzergruppe 4 had turned its sector of the front over to the 18. Armee two days later. Although the 1. Panzer Division, the 36. Infanterie Division (mot), and XXXXI Armeekorps (mot)'s headquarters remained for several more days, 18. Armee's dozen understrength infantry divisions would soon be on their own south of Leningrad. They had lost 1,731 officers and 31,122 enlisted men since the start of the campaign and, even after expected replacements arrived, would remain 2,000–3,000 men below their authorized strengths.

Zhukov sent two divisions and two brigades to reinforce Uritsk. He hoped to launch a pincer attack against the German units closing in on it, with the 42nd Army striking from the east and the 8th Army from the west. When the 8th Army's commander, General Vladimir I. Scherbakov, protested that his units were in no shape to attack, Zhukov immediately replaced him with Lieutenant General Trifon I. Shevaldin. On 16 September, Lieutenant General Ivan Ivanovich Fedyuninsky visited the 42nd Army's headquarters and found that its commander, General Ivanov, had totally lost track of units and moved his command post to the rear. Zhukov told Fedyuninsky to take command of the 42nd Army on the spot and sent a reserve division to strengthen Uritsk's defences.

Before Zhukov's pincer attack could begin, the XXXXI Armeekorps (mot) and XXXVIII Armeekorps captured Uritsk. This put the Germans just 8 miles (13 kilometres) from the city centre and cut off the 8th Army around the port of Oranienbaum. Army Group North had finally run the 8th Army to ground, but finishing it off would consume time and resources that Leeb could ill afford to spare. The German advance continued despite repeated Soviet counterattacks led by KV-1s rolling off the assembly line at the Izkorsk Tractor Factory in Kolpino. On 18 September, L Armeekorps captured Pushkin, Pavolvsk fell to XXVIII Armeekorps, and the 1. Panzer Division took Pulkovo – but could not seize the dominating heights north of it.

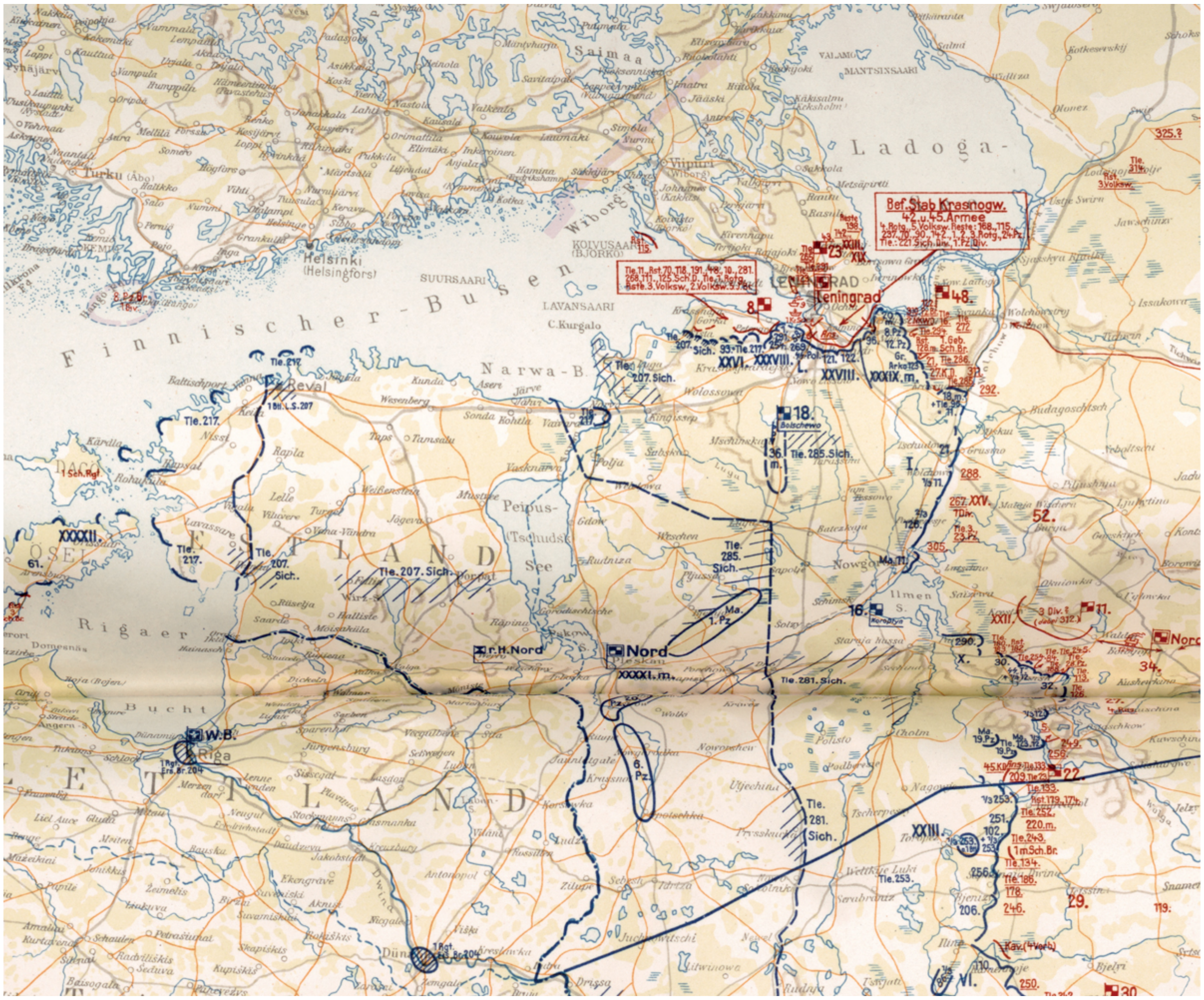
The 16. Armee's southern wing finished liquidating the pocket near Demyansk on 16 September, destroying nine divisions of the 11th, 27th, and 34th Armies and decimating another nine. Since 27 August, it had captured 35,000 prisoners, 33 artillery pieces, and 187 armoured vehicles. Yet, a red oval on the map indicates scattered groups of Red Army soldiers who were still at large. Another oval in the XXVIII Armeekorps' sector represents other stubborn Soviet troops who were trying to escape eastward now that the front south of Leningrad was solidifying.

After German counterattacks halted the 1st Sinyavino Offensive, Kulik decided to follow Zhukov's advice and shift his main attack to Schlüsselburg. However, Zhukov was incensed when Kulik's delayed resuming the offensive for several days. Zhukov vented his anger in a 15 September phone call: 'It is clear that you first of all care about the well-being of the 54th Army and, apparently, are not concerned enough about the current situation near Leningrad. … I must say that I am amazed at the lack of cooperation between your group and [my] front.'

Stalin himself phoned Kulik on 16 September, ordered him to keep his main attack at Mga, and promised two divisions of reinforcements in the near future, and another pair plus a tank brigade if the 54th Separate Army broke through Mga's defences. The renewed offensive began on 17 September. On the other side of the bottleneck, the newly formed Neva Operational Group issued orders on 18 September for the 4th Marine Brigade and the 115th Rifle Division to attack across the river and link up with Kulik's forces.

ARMY GROUP NORTH

22 SEPTEMBER


Ladoga-
Finnischer-Busen
Helsinki (Helsingfors)
Wiborg
Leningrad
Bef. Stab Krasnogw. 42.u.45.Armee
Narwa-B.
Reval
Peipus-See
Ilmen S.
Nowgorod
Nord
H.Nord
Rigaer Bucht
W.B. Riga
E S T L A N D
L E T T L A N D
XXXXI.m.
XXVIII.
XXXIX.m.
XXXXII.
18.
16.

The remainder of the XXXXI Armeekorps (mot) pulled out of the front on 19 and 20 September. Some former Heer commanders would later claim that the corps was on the verge of taking Leningrad when Directive No. 35 halted its attack on the outskirts of the city. General Müller-Hildebrand pointedly rejected this hypothesis in his postwar study written for the US Army: ‘The repeated assertion that, at this time, the XXXXI [Motorized] Corps could have taken Leningrad without difficulty, if it would not have been prevented from doing so by directives, cannot be substantiated from careful study of the war diaries of the army group, the panzer group, and the headquarters of XXXXI [Motorized] Corps.'

Even if the XXXXI Armeekorps (mot) had remained with Army Group North, there was no guarantee that a direct assault on Leningrad would have succeeded – especially with the Soviets launching repeated relief attacks against the Sinyavino bottleneck. On the other hand, a direct assault would have cost Army Group North immense casualties and required masses of ammunition at a time when the German logistical system was struggling to maintain a minimal flow of supplies to the front. In late September, the top priority was to build up supplies behind Army Group Centre for Operation *Typhoon*. It could not possibly have supported a massive assault on Leningrad as well.

While the Germans went over to the defence in their siege lines south of Leningrad, fighting continued to rage on the perimeter of the Oranienbaum Pocket. The 8th Army counterattacked with four divisions on 20 September, but XXXVIII Armeekorps threw it back the following day. The 18. Armee was about to launch its own attack on Oranienbaum in which the relatively fresh 254. Infanterie Division, recently arrived from Estonia, would play a leading role.

The 1st Sinyavino Offensive severely tested the XXXIX Armeekorps (mot)'s defences in the Sinyavino bottleneck. Zhukov, unaware that the German offensive south of Leningrad had already peaked, was worried by the 54th Separate Army's failure to make any significant gains. Stalin phoned on 20 September to demand that Kulik accelerate the attack. Kulik responded that he had no choice but to halt the offensive since he had lost 10,000 men in the last four days, and could not resume attacking towards Mga until he received additional reinforcements.

The XXXIX Armeekorps (mot) got no respite, however, since the Neva Operational Group launched its own offensive on the western side of the bottleneck on the night of 20–21 September. The 4th Marine Brigade's and the 1st NKVD Division's attempts to cross the river on fishing boats and barges failed. However, the 115th Rifle Division's equally makeshift crossing seized a bridgehead east of the Neva at Moskovska Dubrovka. German counterattacks compressed the bridgehead but failed to eliminate it, and the

Neva Operational Group soon fed elements of the 4th Marine Brigade into it as well. Field Marshal Leeb reluctantly postponed the 18. Armee's planned attack on the Oranienbaum Pocket so that the 254. Infanterie Division could redeploy into the Sinyavino bottleneck.

The XXXIX Armeekorps (mot) nonetheless launched an attack of its own on 21 September along the railroad running from Mga to Volkhov. It gained some ground, but the 54th Separate Army counterattacked the next day in greatly superior strength and brought the German advance to a standstill.

On Army Group North's extreme left, the 61. Infanterie Division had taken all of Saarema except the Sorve Peninsula by 22 September. The remnants of the 3rd Rifle Brigade had taken shelter there and were building a series of fortified lines across the peninsula, which was less than a mile wide at its narrowest point.

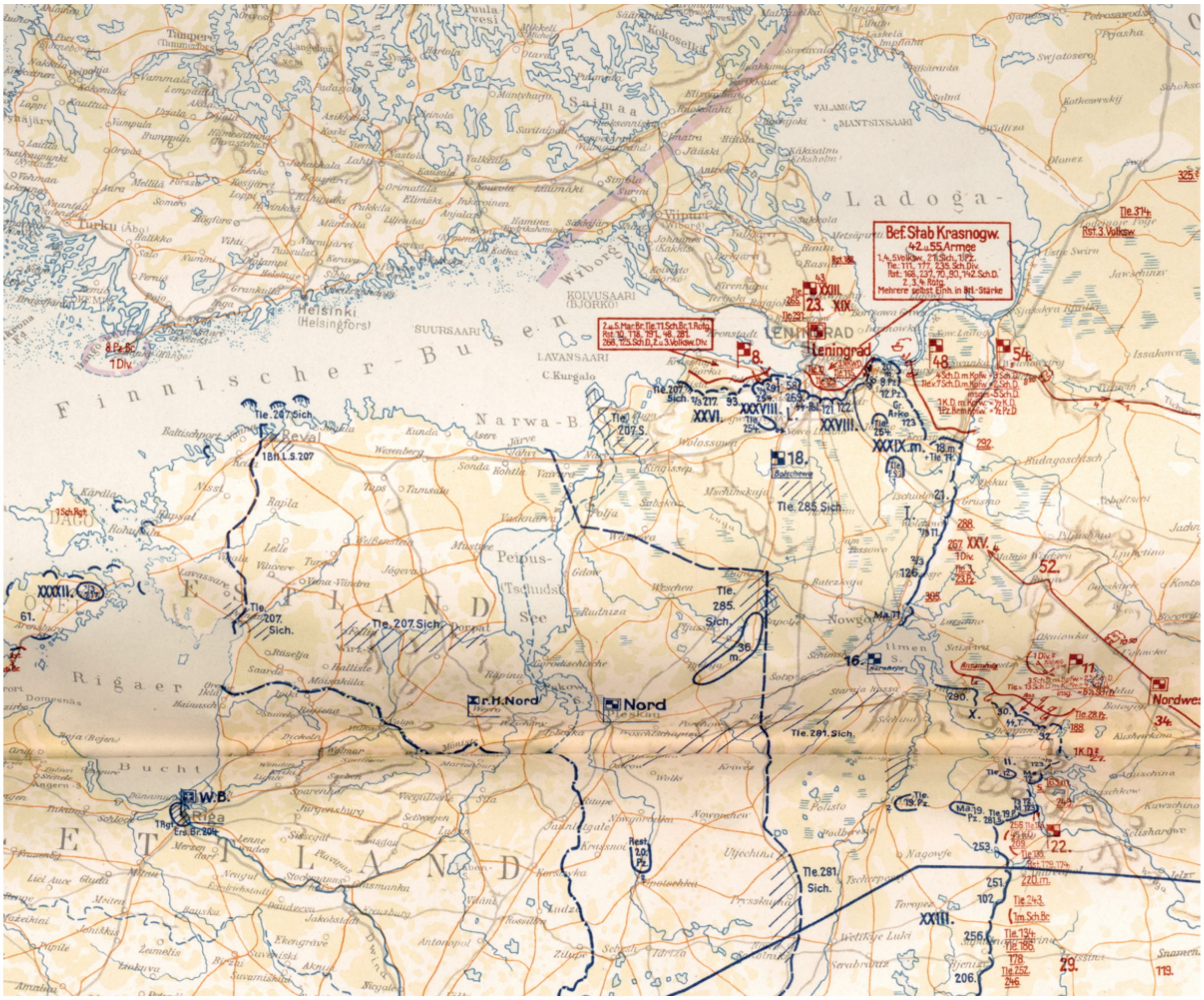
On the army group's extreme right, superior Soviet forces were attacking the 16. Armee north of Demyansk and outflanking it through a gap that remained north of the boundary with Army Group Centre. Rain and impassable roads had delayed the 19. Panzer Division's departure, and some of its units were drawn into the battle for the gap. Army Group North petitioned for permission to keep the division until it overcame the crisis, but OKH refused. Instead, it planned to transfer the 253. Infanterie Division temporarily from Army Group Centre's 9. Armee.

On 21 September, Hitler had OKH issue instructions to Leeb on how to conduct the siege of Leningrad. It expressly ordered him, 'do not accept responsibility for supplying the population with foodstuffs'. Instead, Army Group North was to surround the city with electrified barbed wire and machine guns, and destroy it with artillery and aerial bombing while the 2,000,000 inhabitants starved to death. To justify this, 'We declare to the world that Stalin is defending Leningrad as if it were a fortress. Therefore, we are forced to view Leningrad and its entire population as a military objective.'

Then, after Leningrad eventually surrendered, 'we will allow the friend of humanity, Roosevelt, to accept the population of Leningrad, which does not include prisoners of war, and, while supplying them with food, to transfer them to America on neutral ships'. Finally, the Germans would flatten the rubble of the city and annex the entire region north of the Neva to Finland.

Although over 600,000 Soviet civilians would die due to starvation and bombardment in Leningrad, Hitler thankfully never had the opportunity to carry out the rest of this barbaric scheme.

ARMY GROUP NORTH
26 SEPTEMBER


Ladoga-
Bef. Stab Krasnogw.
42. u. 55. Armee
Leningrad
Finnischer-Busen
Helsinki (Helsingfors)
Turku (Åbo)
Saimaa
Wiborg
Narwa-B.
Reval
Tle. 207 Sich.
Peipus-
Tschudsk
See
Estland
Dorpat
Rigaer Bucht
Lettland
W.B.
Riga
H.Gr.H.Nord
Nord
Nowgorod
Ilmen S.
XXVI.
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XXXIX.m.
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Tle. 281 Sich.
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The 54th Separate Army resumed its attacks on 24 September and initially made encouraging progress when the 4th Guards Rifle Division, supported by the 16th Tank Brigade, captured hotly contested Workers' Settlement #7. The 310th Rifle Division, driven back several days earlier, had advanced to the line of the Chernaya River. However, that was all that the 1st Sinyavino Offensive's last gasp achieved before it ended in failure and recrimination on 26 September. The offensive was hastily organized, poorly coordinated with the

Leningrad Front, and advanced the front line just 3–6 miles (5–9.5 kilometres) westward in two weeks of extremely costly fighting. In the meantime, Finnish troops had advanced to the line of the Svir River between lakes Ladoga and Onega, posing a threat to the rear of the Soviet forces fighting in the bottleneck.

Stavka had made Marshal Kulik take personal responsibility for ensuring that the 1st Sinyavino Offensive succeded. Its failure therefore gave Zhukov the upper hand in their tug of war. He had been lobbying to have Kulik removed from command and the 54th Separate Army subordinated to the Leningrad Front, and now he got his wish. On 26 September, Stalin placed the 54th Army – no longer separate – under the Leningrad Front's control and replaced Kulik with Zhukov's protégé Lieutenant General Mikhail S. Khozin. Kulik was court-martialed and reduced to the rank of major general.

Yet, the 1st Sinyavino Offensive had not been a total failure. Although it did not break the blockade of Leningrad, it forced Leeb to divert forces into the Sinyavino bottleneck and made it impossible for XXXIX Armeekorps (mot) even to attempt to seize bridgeheads west of the Neva. Kulik's attacks also prevented the 8. Panzer Division from transferring to Army Group Centre as planned, and Leeb vainly requested that the 36. Infanterie Division (mot) likewise join XXXIX Armeekorps (mot) at least temporarily.

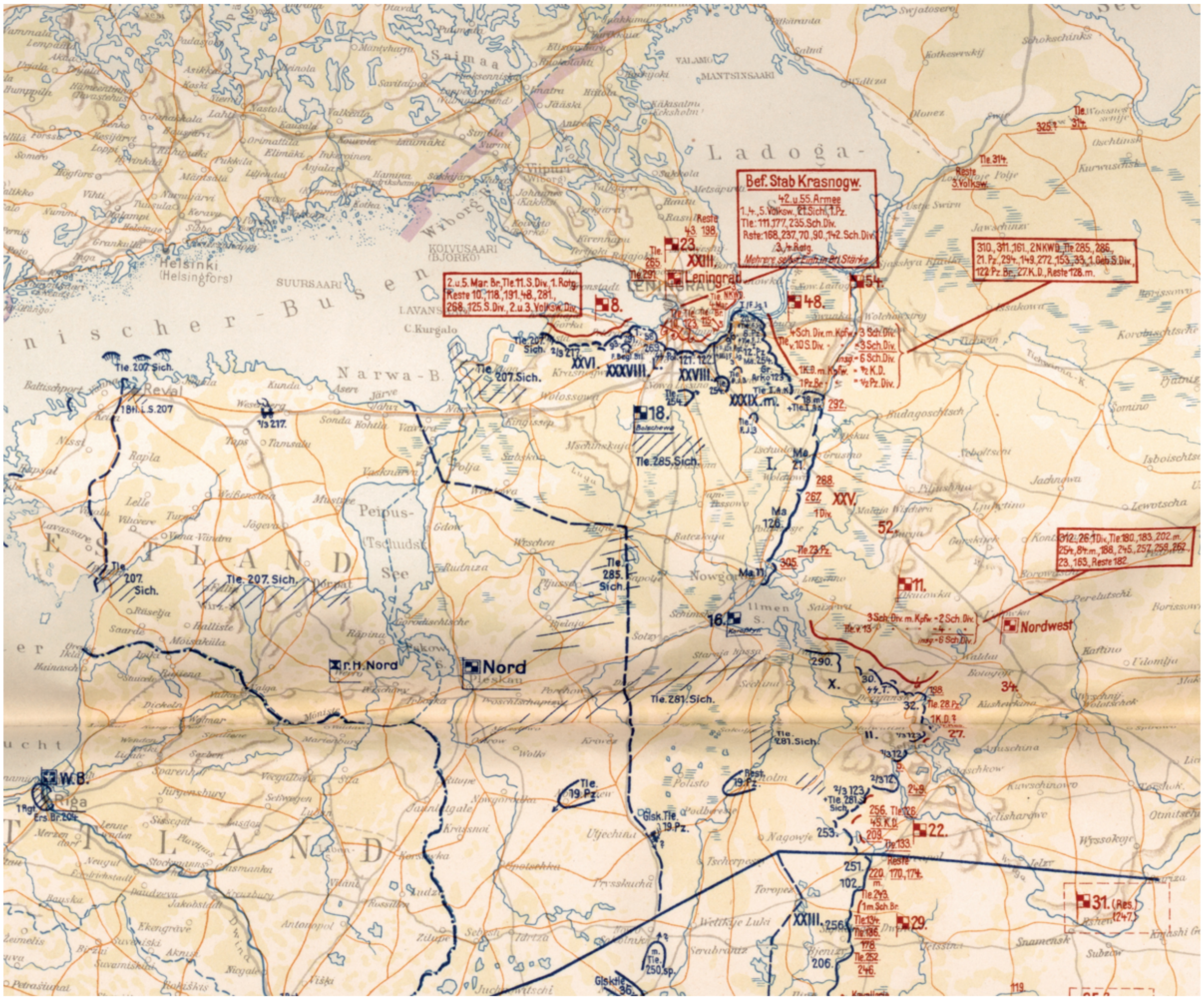
Kulik's offensive also obliged OKH to dip into its strategic reserves to stabilize Army Group North's overstretched front. On 24 September it promised to send Leeb the 227. Infanterie Division from France, the 250. Infanterie Division – manned by Spanish fascist volunteers – which had been on its way to join Army Group Centre, and a second Luftwaffe Fallschirmjäger ('parachute') regiment. All of these units would arrive by mid-October. Fallschirmjäger Regiment 1 and the vanguard of the 254. Infanterie Division – the latter moving from Oranienbaum – were already assembling south of the Sinyavino bottleneck.

Soviet attacks on the 16. Armee's front below Lake Ilmen continued. However, the arrival of the 253. Infanterie Division allowed the army to cordon off the gap on its right wing and establish a thin but contiguous line linking it to Army Group Centre for the first time in months. On 26

September, the 19. Panzer Division finally began moving south to rejoin Army Group Centre for Operation *Typhoon*.

ARMY GROUP NORTH

30 SEPTEMBER



Ladoga-
Bef. Stab Krasnogw.
Leningrad
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XXVI.
XXXVIII.
XXVIII.
XXXIX.
18.
Tle. 285 Sich.
Tle. 207 Sich.
Helsinki (Helsingfors)
Reval
Narwa-B.
Peipus-See
ESTLAND
I.
XXV.
52.
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16.
Ilmen S.
Nordwest
Nord
Pleskau
X.
II.
22.
29.
31.
Tle. 281 Sich.
Riga
W.B.
LETTLAND
XXIII.

By the end of September, Zhukov – aided considerably by Hitler's strategic vacillation and Wehrmacht commanders' errors at the operational level – had achieved the 'Miracle of the Neva'. Leningrad's civilian population was beginning to starve, but the city had avoided close encirclement on the north and was receiving enough supplies across Lake Ladoga to keep its defenders fighting. The 1st Sinyavino Offensive had failed to break the German siege, but the bottleneck remained just 6 miles (9.5 kilometres) wide. Unless it received massive reinforcements, Army Group North could never strike westward over the Neva while the attacking force's rear was so dangerously exposed.

Fighting sputtered on during the last week of September, though neither side made any major gains. Strong Soviet counterattacks and mounting casualties convinced Leeb to abandon efforts to improve his siege lines south of Leningrad. In the Sinyavino bottleneck, the Germans recaptured the territory lost to the 4th Guards Rifle Division a week earlier and repelled additional attacks by the 54th Army and the Neva Operational Group. An attack on Schlüsselburg by a regiment of the 1st NKVD Division and the Ladoga Military Flotilla on the night of 26–27 September achieved nothing.

The 10th Rifle Brigade managed to seize a bridgehead across the Neva, but German counterattacks eliminated it after three days of bitter fighting in which virtually all the troops that had crossed the river were killed or captured. Zhukov removed the Neva Operational Group's commander, Lieutenant General Pyotr S. Pshennikov, and replaced him with Major General Vasily F. Konkov. By the end of the month, German defences in the bottleneck were thickening as units dug in and the 254. Infanterie Division and the two parachute regiments began arriving at the front.

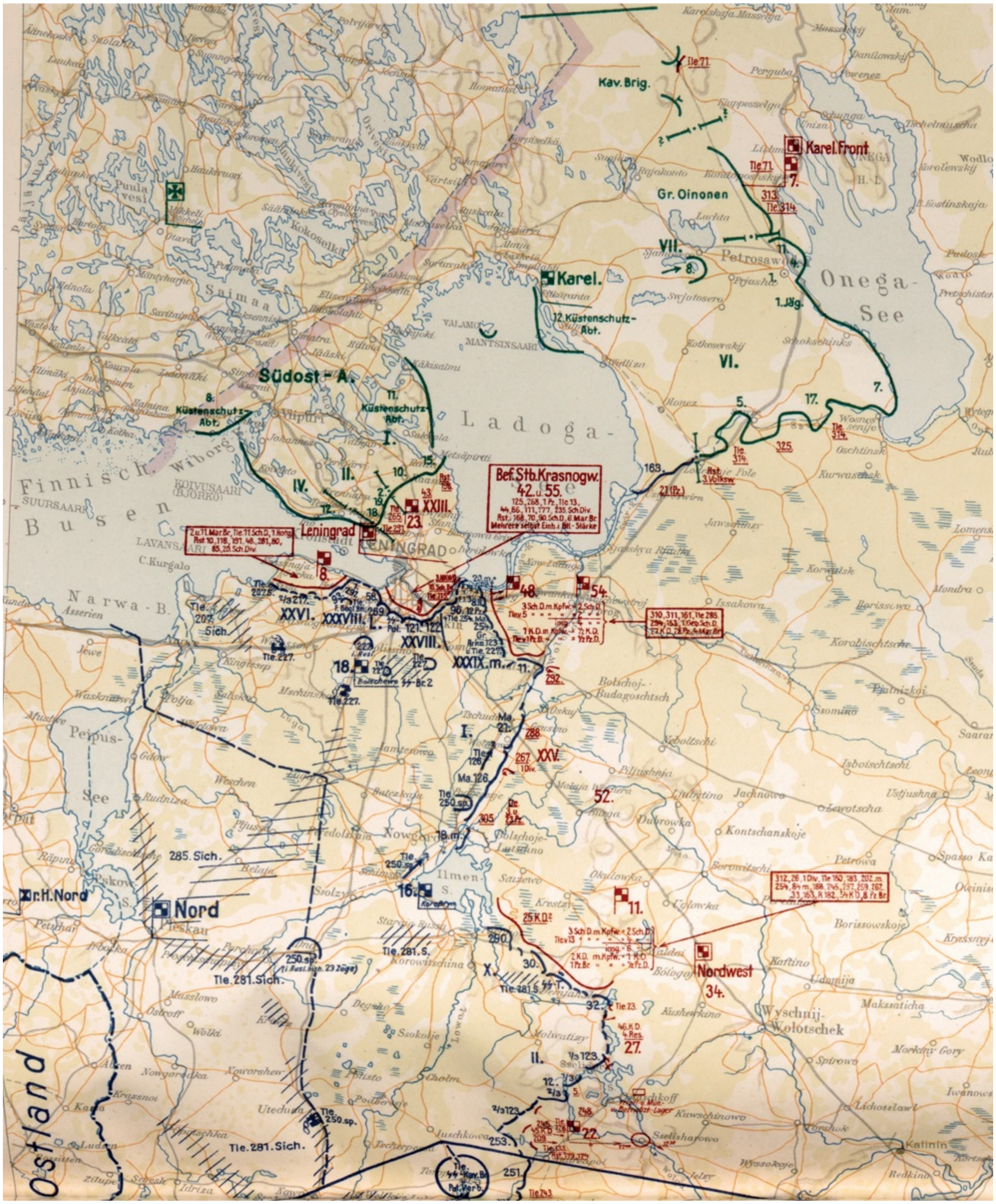
Other reinforcements strengthened the XXXVI Armeekorps' perimeter around the Oranienbaum Pocket. By 30 September, two regiments of the 207. Infanterie Division had arrived and Kampfgruppe Nähring of the elite Führer-Begleit Bataillon (Führer Escort Battalion or FBB) – once commanded by General Erwin Rommel – was in reserve behind the corps' front. The Kampfgruppe included a Panzer 38(t) tank company, an armoured car platoon, a motorcycle platoon, and an antitank platoon.

The battles around Leningrad, Oranienbaum, and Sinyavino had sucked in the lion's share of Army Group North's forces, including all of its remaining armour. The 16. Armee's fronts along the Volkhov and below Lake Ilmen were badly overextended and had literally no reserves behind them.

Operation *Beowulf II* continued on Saarema, where the 61. Infanterie Division was still slogging its way down the narrow Sorve Peninsula, having to overcome one fortified line after another.

ARMY GROUP NORTH

7 OCTOBER


Kav. Brig.
Karel.Front
7.
Gr. Oinonen
VII.
Petrosawodsk
Karel.
12.Küstenschutz-Abt.
Onega-See
VI.
Südost-A.
8. Küstenschutz-Abt.
Küstenschutz-Abt.
Ladoga-See
Finnisch. Busen
Wiborg
IV.
II.
I.
XXIII.
23.
Leningrad
LENINGRAD
Bef.Stb.Krasnogw.
42.u.55.
8.
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Narwa-B.
XXVI.
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XXVIII.
XXXIX.m.
18.
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Peipus-See
285.Sich.
Nord
Ilmen-S.
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Nordwest
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Tle.281.Sich.
Tle.250.sp.
Ostland
Kalinin

The Leningrad Front was not content to sit on the defensive when the German assault on the city ground to a halt. The worn-out 54th Army and the Neva Operational Group had to rest and refit before they could again attempt to eliminate the Sinyavino bottleneck. However, during the first week of October, the 8th and 42nd Armies repeatedly attacked Peterhof and Uritsk in a vain attempt to reunite. The Baltic Fleet launched an amphibious assault on the German-held coast between the two armies on 5 October, but the hastily planned and poorly executed operation failed, and the entire landing force of 2,500–3,000 men was wiped out. The same fate befell another small amphibious operation attempted by the Ladoga Military Flotilla during the first days of the month. In that case, stormy weather prevented boats from approaching the shore and some troops had to wade nearly 2 miles (3.2 kilometres) before they reached dry land.

The situation in the Sinyavino bottleneck had stabilized somewhat now that the entire 254. Infanterie Division and both Fallschirmjäger regiments were on hand. The 227. Infanterie Division from France had begun to arrive in the thinly defended swamps between XXXIX Armeekorps (mot) and I Armeekorps, and the 250. (Spanish) Infanterie Division's vanguard had reached the upper Volkhov.

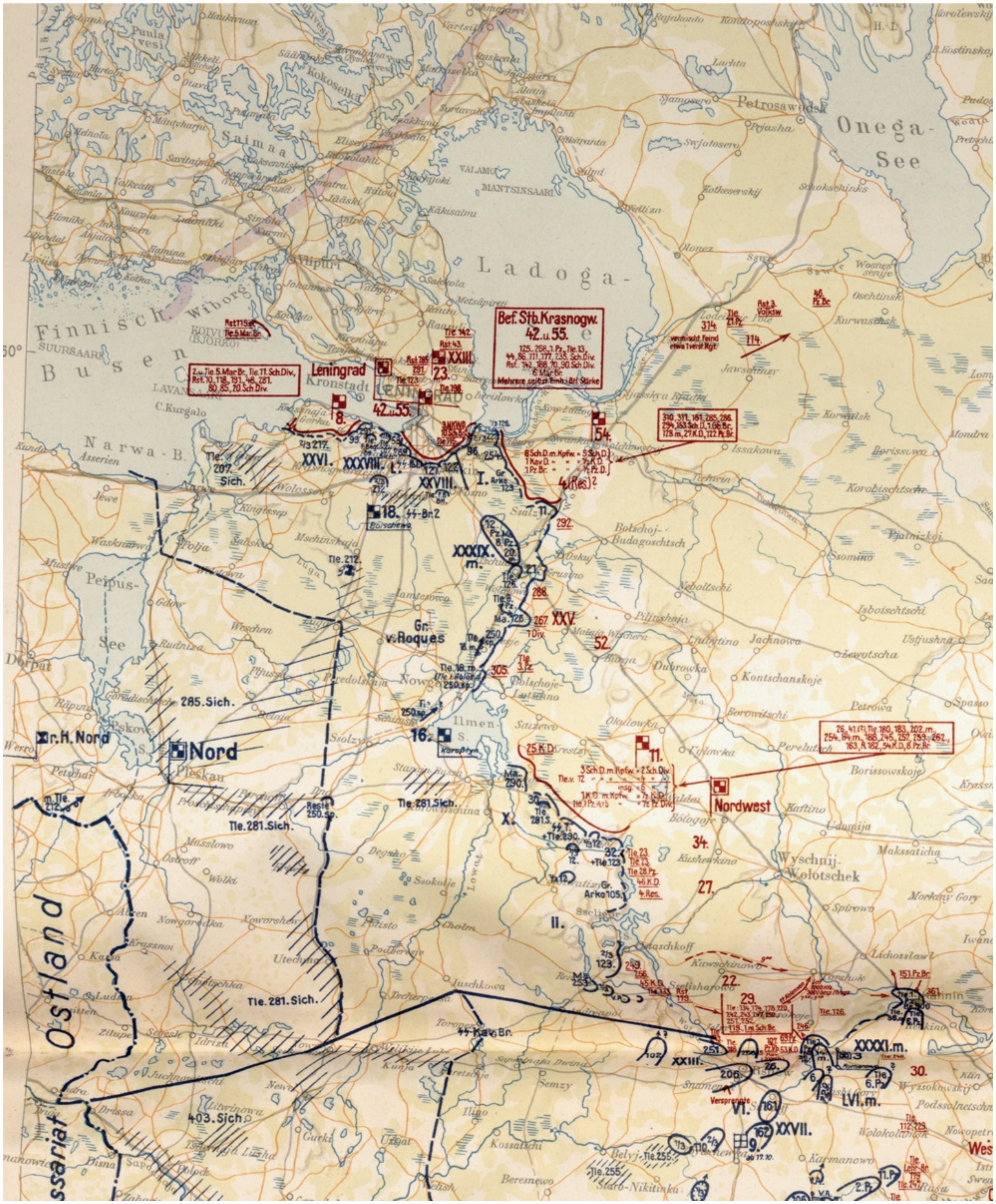
These additional forces allowed Field Marshal Leeb to plan a new offensive which was to commence on 6 October. Taking advantage of the 54th Army's exhaustion after the 1st Sinyavino Offensive – German intelligence had not detected the 48th Army's dissolution – the reinforced XXXIX Armeekorps (mot) would capture the entire region west of the lower Volkhov River. This advance would cut Leningrad's last line of supply by taking the key railroad junction at the town of Volkhov and the small, nearby port of Novaya Ladoga from which supplies were shipped across Lake Lagoda. If the operation succeeded, Army Group North would finally seal Leningrad's fate.

Hitler raised objections to the planned attack on 1 October. He wanted to launch a more ambitious thrust to Tikhvin that would destroy the 54th Army instead of merely pushing it back and facilitate a linkup with the Finns by cutting the supply lines of the Soviet troops defending the Svir River. He also worried that a frontal attack through the swamps and peat bogs south of Lake Ladoga would be very costly in casualties. Leeb warned Hitler that an attack on Tikhvin would be risky due to the lack of reserves and could not begin prior to 20 October – after winter weather had begun to arrive. Hitler ignored Leeb's arguments and cancelled the lower Volkhov attack on 5 October.

Operation *Typhoon*'s encouraging initial performance greatly influenced Hitler's decision. In just six days, Army Group Centre had encircled perhaps 600,000 Soviet troops in pockets west of Vyazma and south of Bryansk. This amazing success made Hitler even more disinclined to approve a limited-objective offensive by Army Group North. The situation was so dire for the Soviets that on 6 October, Stalin removed Zhukov – now his favourite general – from command of the Leningrad Front and put him in charge of defending Moscow. He hoped that the saviour of Leningrad could save the capital as well. General Fedyuninsky assumed command of the Leningrad Front.

The 61. Infanterie Division finished conquering the Sorve Peninsula on 5 October and began redeploying to prepare for an assault on Hiiumaa, the last Baltic island still in Soviet hands.

ARMY GROUP NORTH
16 OCTOBER



Ladoga-See
Onega-See
Finnischer Busen
Saimaa
Narwa-B.
Peipus-See
Ilmen-S.
Leningrad
Kronstadt
Petrosawodsk
Wiborg
Bef. Stb. Krasnogw.
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Gr. v. Roques
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285. Sich.
Nord
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XXXXI. m.
LVI. m.
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Tle. 281. Sich.
403. Sich.
Ostland
Wyschnij-Wolotschek
Cholm

Operation *Typhoon*'s seemingly decisive success put Hitler in a state of euphoria. He decided to leave the task of capturing Moscow to Army Group Centre's infantry, whose advance he assumed would be a mere pursuit in the absence of meaningful Soviet resistance. Its three panzer groups would peel off to the left and right to help encircle the Soviet armies facing Army Groups North and South. With that in mind, he ordered Army Group Centre to send Panzergruppe 3 racing to Kalinin to cut the main Moscow–Leningrad railroad. The city fell to a panzer *coup de main* on 14 October.

Hitler's elation was unwarranted. For, although the Germans had destroyed half a dozen armies in front of Moscow, Stalin had plentiful reserves as his disposal. Five new armies were already marshalling east of Moscow and in front of Army Group South, and orders had gone out for another dozen to start assembling along the Volga River. Although the latter would not become available until November and December, the mere fact of their existence meant that Hitler's extravagant scheme was doomed to failure even before it began.

Yet, even if Stalin had really exhausted his last reserves and was thinking of nothing but withdrawal, Hitler's plan would still have been impractical. He was proposing to launch a general offensive with badly depleted forces at the end of overstretched supply lines at a time when the autumn rains had already begun and winter was just around the corner. General Halder, who might have acted as a check on Hitler, was injured in an accident on 10 October and did not return to duty until 2 November.

On 8 October, OKH informed Leeb that it expected that the Soviets would stop trying to relieve Leningrad and retreat to the line of the Volkhov – and possibly much further. Based on that assumption, it assigned Army Group North a series of exceedingly ambitious offensive missions. Leeb was to concentrate his mobile divisions near Chudovo so that they could attack either east towards Tikhvin or, more likely, southeast towards Borovichi. In the latter case, they would join hands with Panzergruppe 3 – advancing northwest from Kalinin – to encircle the Soviet forces facing the 16. Armee and the northern wing of Army Group Centre's 9. Armee. Yet, Leeb's troops would still have to launch a secondary drive on Tikhvin and eliminate the Oranienbaum Pocket. The 212. Infanterie Division was already on its way from France to join in the latter attack and was expected to reach the front around 12 October.

On 9 October, Leeb ordered the 16. and 18. Armees to be prepared to strike anywhere the enemy showed signs of weakness. However, the weather turned bad that same day, ushering in a period of alternating rain and snow, freezes and thaws, which turned the unsurfaced roads into rivers of mud. And although the 8th and 42nd Armies' pincer attacks on Peterhof and Uritsk diminished steadily after 11 October, there were no signs of a Soviet withdrawal anywhere along Army Group North's front.

Since these same circumstances applied along almost the entire Eastern Front, OKH issued another directive on 13 October. Although it no longer assumed that the Soviets would make a general withdrawal, the directive required Army Group North to reach even more ambitious objectives. Leeb's troops were now supposed to link up with Army Group Centre at Vishny Volochek – twice the distance from Chudovo to Borovichi. OKH suspected that the Soviets might retreat to the line of the Tvertsa and Msta rivers to avoid encirclement and ordered the 16. Armee's right wing to prevent that.

Leeb issued his own orders on 14 October. He directed his subordinates to prepare to attack towards either Borovichi or Vishny Volocheck, *and* also to capture Tikhvin by a rapid, surprise thrust! The 16. Armee's II and X Armeekorps below Lake Ilmen were to attack as soon as the Soviet armies in front of them began to retreat. Some Red Army units had withdrawn both from this area and the upper Volkhov in order to strengthen the forces defending Moscow and combating Army Group Centre's northern wing.

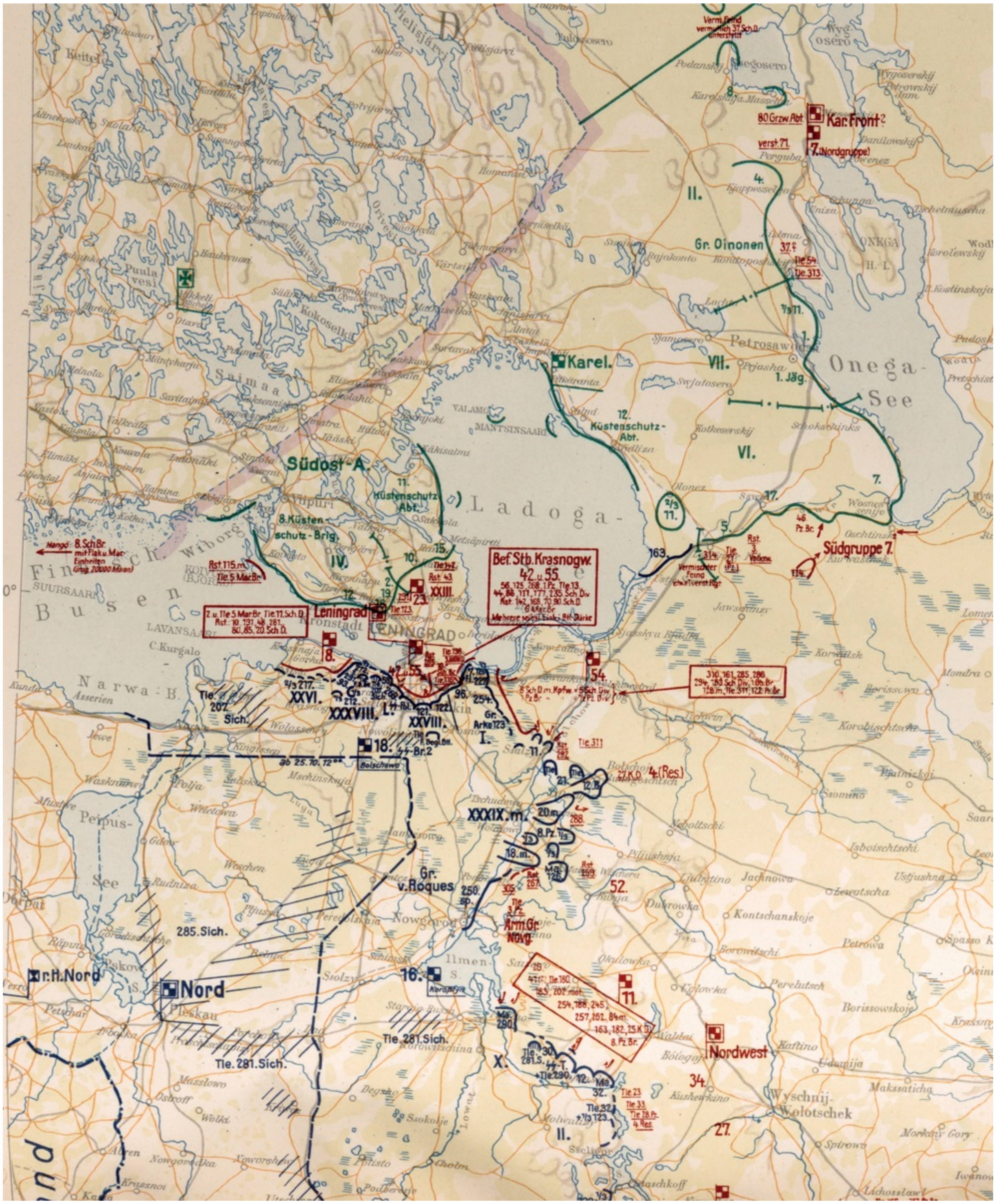
XXXIX Armeekorps (mot)'s mobile divisions began concentrating behind the Volkhov west of Chudovo. The 227. Infanterie Division and elements of the 126. Infanterie Division replaced them in the Sinyavino bottleneck, and I Armeekorps headquarters assumed responsibility for the area. Meanwhile, the 250. (Spanish) Infantry Division began relieving the 18. Infanterie Division (mot), which was defending the line of the upper Volkhov. General Franz von Roques, the head of Army Group North's rear area command, formed Gruppe von Roques to command the infantry divisions on the upper Volkhov. His cousin, General Karl von Roques, led Army Group South's rear area command.

Army Group North's new offensive began on 16 October, as the 21. Infanterie Division and the main body of the 126. Infanterie Division seized two bridgeheads across the Volkhov despite strong Soviet resistance. The weather was not auspicious, since rain, snow, and thaws made the roads nearly impassable, but Leeb could hardly count on conditions improving if he delayed the attack so late in the season.

On 12 October, the 61. Infanterie Division made amphibious landings on both the eastern and western shores of Hiiumaa island. The Black Sea Fleet slowly began to evacuate Hango's garrison four days later.

ARMY GROUP NORTH

24 OCTOBER



Südost-A.
Karel.
Kar.Front
Gr. Oinonen
Onega-See
Ladoga-
Leningrad
Bef.Stb.Krasnogw. 42.u.55.
Südgruppe 7.
XXVI.
XXXVIII.
L.
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XXXIX.m.
Gr. v.Roques
Arm.Gr. Nowg.
Nord
Nordwest
Ilmen-S.
Peipus-See
Finnischer Busen
Narwa-B.

The second half of October witnessed the odd phenomenon of the Germans and Soviets attacking in opposite directions in adjacent sectors south of Lake Ladoga. Army Group North launched its Tikhvin offensive on 16 October, and the Leningrad Front's 2nd Sinyavino Offensive began four days later. The German offensive came as a surprise to the Soviets, who had massed nearly three-quarters of their strength along the Volkhov west of the river – leaving the front line between Kirishi and Lake Ilmen thinly defended. Although the new German offensive struck the weak point, it got off to a slow start due to extremely bad weather that caused even Hitler to have doubts about its success.

The 8. and 12. Panzer Divisions, and 20. Infanterie Division (mot) crossed into the 21. and 126. Infanterie Divisions' bridgeheads east of the Volkhov on 17 and 18 October. Forests, swamps, and swollen streams impeded their advance, while rain and snow reduced it to a crawl – and also ruled out air support. Moreover, instead of delivering a single, concentrated blow, the German mobile divisions were, once again, attacking on two separate axes that diverged by 90 degrees. The 12. Panzer Division and 20. Infanterie Division (mot) aimed to capture Tikhvin – cutting the 54th Army's and the Karelian Front's supply lines – then press on to the Svir to join hands with the Finns. The 8. Panzer Division and 18 Infanterie Division (mot) were supposed to thrust southeast to Malaia Vishera, then follow up to Bologoye, where they would meet units of Army Group Centre coming northwest from Kalinin.

The German thrust towards Tikhvin split the 4th and 52nd Separate Armies apart on 20 October. The 12. Panzer Division and 20. Infanterie Division (mot) exploited through the gap, but atrocious terrain and abysmal weather slowed their advance – and the arrival of supplies – so much that three days passed before they reached Budogosh (Budagoschstch). It was the first major objective on the road to Tikhvin, and its loss obliged the 4th Separate Army to retreat. The Soviets had to hastily redeploy forces from other areas – including Leningrad itself – to combat the unexpected German breakthrough.

The German attack on the southeasterly axis completely miscarried. A 17 October supporting attack by the 16. Armee's II and X Armeekorps ended in failure that same day after it ran into determined Soviet troops who launched powerful tank-supported counterattacks. By 19 October, Hitler was toying with the idea of having Panzergruppe 3 thrust northeast to Cherepovets – 175 miles (280 kilometres) as the crow flies – instead of attacking northwest towards Vishny Volochek. This called into question the entire logic of having

Army Group North push towards Belogoye, since there would be no southern pincer coming to meet it. However, the straw that broke the camel's back was the 8. Panzer Division's inability to take Malaia Vishera. On 22 October, it redeployed north to support the attack on Tikhvin. The 126. Infanterie Division occupied the town two days later, but could advance no further.

Gruppe von Böckmann – comprising the 11. and 21. Infanterie Divisions – attacked on yet a third axis, advancing north on both sides of the Volkhov River to cover the Tikhvin offensive's northern flank and threaten the 54th Army's rear. General Herbert von Böckmann of the 11. Infanterie Division directed this subsidiary attack. Advancing east of the river, the 21. Infanterie Division succeeded in driving the 311th Rifle Division back several miles by 24 October. Recognizing Volkhov's importance, Stavka established the Volkhov Operational Group that same day to direct the town's defence.

Despite these threatening German advances, Stavka insisted that the 2nd Sinyavino Offensive begin on 20 October as planned. The Leningrad Front struck at three different points. The 55th Army delivered the main assault, attacking across the Neva River on a 3-mile (5-kilometre) front south of Nevskaya Dubrovka with five rifle divisions, two tank brigades, and a separate tank battalion. The Neva Operational Group launched a supporting attack with three rifle divisions from its Moskovska Dubrovka bridgehead just to the north. Finally, the 54th Army struck west with three rifle divisions and two tank brigades. Two other rifle divisions launched supporting attacks to cover the flanks of the army's main assault group.

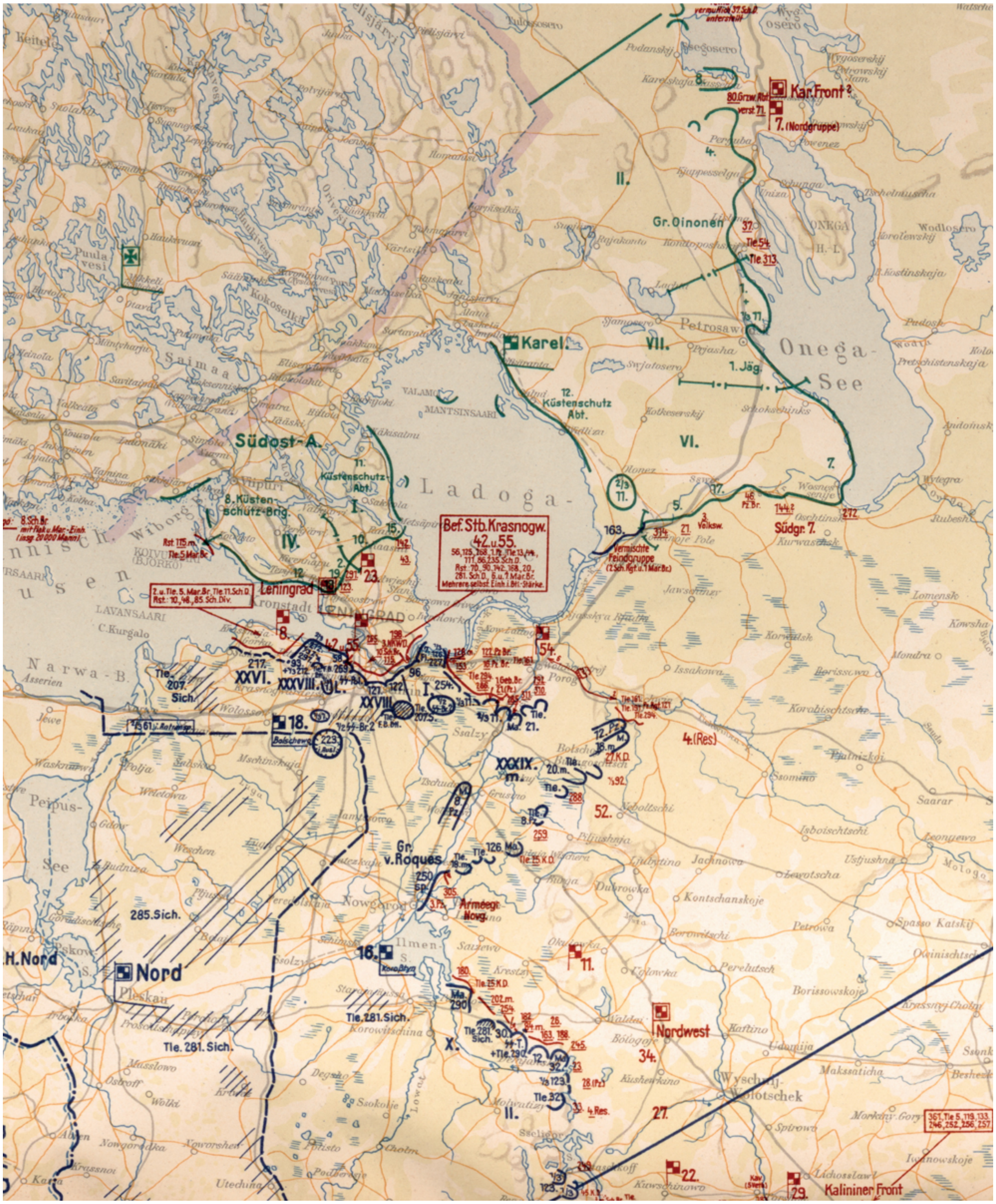
German troops occupying strong fortifications halted all three Soviet thrusts. The 55th Army's troops were ill prepared for a major river crossing, and efforts to bring KV-1 heavy tanks across the river proved so difficult that the 123rd Tank Brigade shifted down to the army's right wing south of the Neva. Only one of the divisions in the 54th Army's main effort made any progress and even its gains were inconsequential. By 23 October, all three thrusts had suffered such heavy casualties that some regiments had just 300 men left. That same day, Stavka ordered Khozin to redeploy two divisions eastward to help combat the threat to Tikhvin. This marked the end of the 54th Army's participation in the initial phase of the 2nd Sinyavino Offensive.

The two Fallschirmjäger regiments fighting in the bottleneck both came under the command of the 7. Flieger Division's headquarters in late October. At the time, it was Germany's one and only airborne division, and the fact that Hitler misused it in a tactical defensive mission proves just how short of reserves Germany was. If the division had conducted airborne operations in the East several months earlier, it could have impacted the course of the campaign at the strategic level. However, the costly invasion of Crete had gutted the 7. Flieger Division, and it was unready for combat until the autumn.

Operation *Beowulf II* concluded on 21 October, when the 61. Infanterie Division eliminated the last pocket of Soviet resistance on the island of Hiiumaa.

ARMY GROUP NORTH

2 NOVEMBER


Kar.Front
7. (Nordgruppe)
80.Grzw.Abt.
Gr. Oinonen
Tle.54
Tle.313
II.
VII.
VI.
1.Jäg.
7.
Karel.
12. Küstenschutz Abt.
Onega-See
Petrosawodsk
Ladoga-
Südost-A.
11. Küstenschutz-Abt.
8. Küsten-schutz-Brig.
IV.
I.
2/3 11.
163.
Vermischte Feindgruppe (2.Sch.Rgt.u.1.Mar.Br.)
Südgr. 7.
Bef. Stb. Krasnogw.
42.u.55.
56,125,168,1.Pz.Tle.13,44,
111,86,235.Sch.D.
Rst.: 70,90,142,168,20,
281.Sch.D., 6.u.7.Mar.Br.
Mehrere selbst. Einh. i. Btl.-Stärke.
2.u.Tle.5.Mar.Br.Tle.11.Sch.D.
Rst.: 10,48,85.Sch.Div.
Leningrad
Kronstadt
23.
8.
54.
Narwa-B.
XXVI.
XXVIII.
L.
XXVIII.
I.
18.
Tle. 207. Sich.
4.(Res)
XXXIX.
52.
Gr. v.Roques
250 Sp.
Armeegr. Novg.
Nowgorod
Peipus-See
285.Sich.
H.Nord
Nord
Pleskau
Ilmen-S.
16.
Tle.281.Sich.
Tle. 281. Sich.
X.
II.
11.
Nordwest
34.
27.
22.
29.
Kalininer Front
361,Tle 5,119,133,
246,252,256,257

On 26 October, the Leningrad Front's and 54th Army's commanders switched places. Stalin ostensibly 'demoted' Fedyuninsky because Khozin outranked him, but renowned Eastern Front historian David Glantz suspects that the real reason was that Stalin thought Fedyuninsky had a better reputation as a front-line fighter. The 2nd Sinyavino Offensive paused two days later since the German advance on Tikhvin was siphoning off the 54th Army's strength and threatening it with encirclement. Yet, Stavka ordered Khozin to develop another plan to break the blockade as soon as possible.

XXXIX Armeekorps (mot)'s thrust towards Tikhvin made slow but steady progress through difficult terrain and was nearing the outskirts of the town by 2 November. The 11. and 21. Infanterie Divisions were also gaining ground in their northward advance towards Volkhov. However, Gruppe von Roques' attack had stalled at Malaia Vishera, and elements of the 8. Panzer, and 18. and 20. Infanterie Divisions (mot) were tied down covering Reinhardt's lengthening right flank since no infantry divisions were available for the mission. Meanwhile, Stavka was feeding reinforcements into the battle. The 191st Rifle Division – lifted out of Leningrad by the Ladoga Military Flotilla – reached Tikhvin by the end of the month, joining a garrison that also included the recently arrived 60th Tank and 92nd Rifle Divisions.

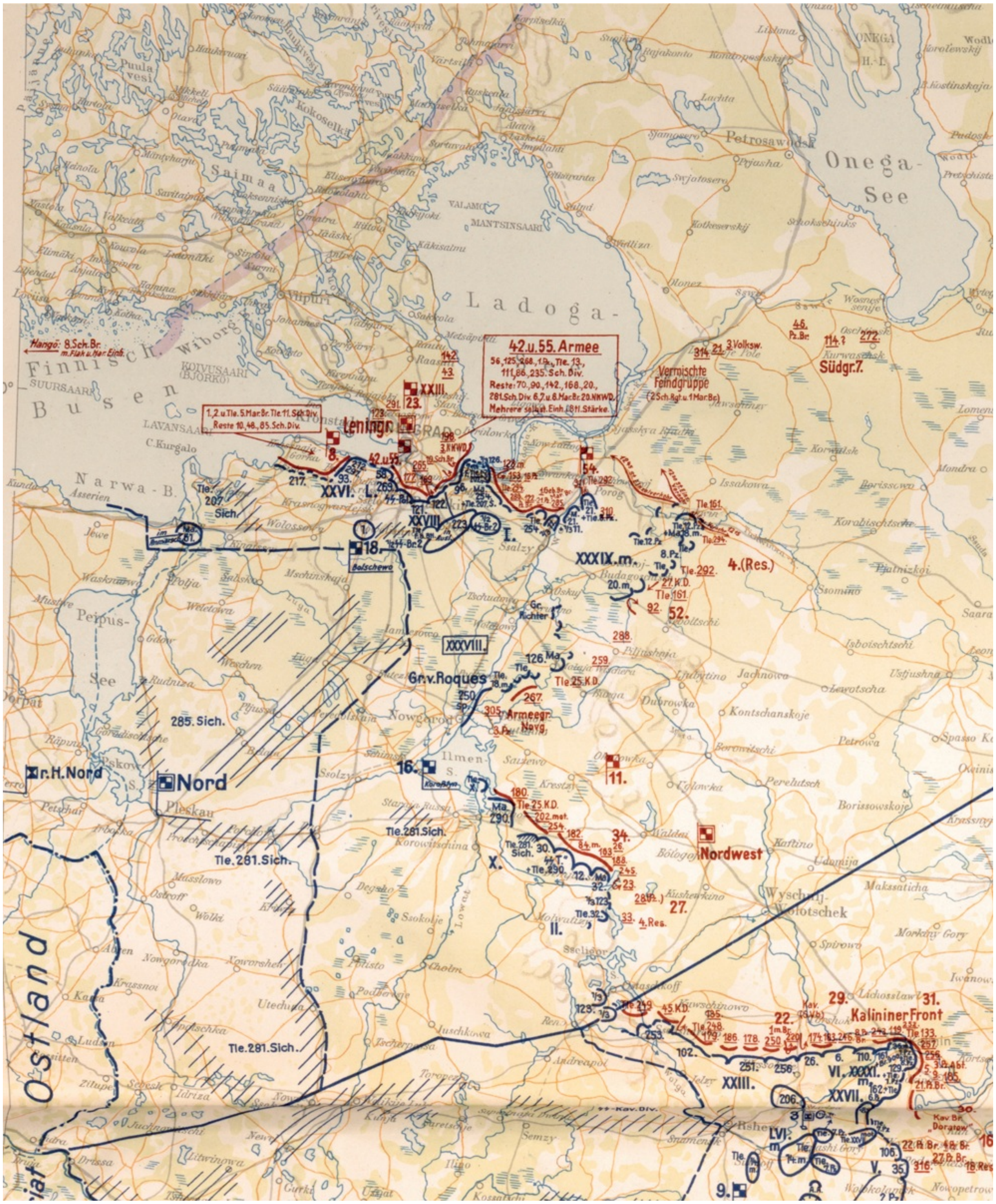
Hitler's vacillation and interference continued to disrupt Army Group North's plans. On 26 October, he cancelled a planned assault on the Oranienbaum Pocket by the 18. Armee's XXVI and XXXVIII Armeekorps. Although this attack promised to release significant German forces if it succeeded, Hitler must have concluded that the imminent capture of Tikhvin would render it superfluous. The Soviet forces isolated at Oranienbaum and Leningrad would die on the vine after their last supply line was cut, sparing Army Group North the heavy casualties that were sure to result from a frontal attack.

Hitler also abandoned the notion of having Army Group Centre's northern wing attack in the direction of Borovichi, Vishny Volochek, or even Cherepovets. He now wanted the combined Panzergruppen 3 and 4 to advance all the way to Vologda – a distance of 225 miles (360 kilometres) – to sever the last rail lines supplying all the Soviet forces fighting between Kalinin and the Svir River. It would have been an ambitious plan in dry weather with fresh, well-supplied troops, but as things stood in late October, it simply could not succeed. This impossible scheme nonetheless featured prominently in a new OKH directive issued on 30 October that included many other utopian offensive missions.

The new directive meant that the 16. Armee no longer had to attack towards Bologoye and Vishny Volochek. On the other hand, the 253. Infanterie Division returned to Army Group Centre before 16. Armee's weak right wing reached the line of the Volga River near Ostashkov. II Armeekorps' depleted 32. and 123. Infanterie Divisions were left holding a 60-mile (96-kilometre) sector where the front line ran behind a chain of lakes that would soon freeze solid.

ARMY GROUP NORTH

9 NOVEMBER


Ladoga-
Onega-See
Finnisch Wiborg Busen
Narwa-B.
Peipus-See
Ilmen-S.
42.u.55.Armee
Leningr.
XXXIX.m.
4.(Res.)
52.
54.
8.
23.
Südgr.7.
Vermischte Feindgruppe
Gr.v.Roques
18.
16.
Nord
Pr.H.Nord
Nordwest
Kalininer Front
XXVI.
L.
XXVIII.
I.
X.
II.
XXIII.
VI.
XXVII.
LVI.
V.
11.
27.
22.
29.
31.
30.
Armeegr. Nowg.
Ostland
Tle.281.Sich.
285.Sich.
Hangö: 8.Sch.Br.
Petrosawodsk
Nowgorod
Pleskau
Waldai
Ostaschkoff
Rshew

Supply shortages and Soviet counterattacks had forced XXXIX Armeekorps (mot) to pause its attack on Tikhvin, but it started advancing again on 5 November. Movement was easier now that the rivers and adjoining swamps were starting to freeze, but improved mobility came at the cost of even greater hardships for the troops and escalating mechanical breakdowns. The Germans captured Tikhvin during a snowstorm on 8 November, dooming Leningrad to starvation and eventual surrender if they held the town long enough. Stalin responded to this latest disaster by despatching additional reinforcements and replacing the 4th Separate Army's commander, General Vsevolod Yakovlev, with General Kiril Meretskov – who had himself been arrested on a groundless charge of treason back in July.

Gruppe von Böckmann's northward attack – reinforced by elements of the 254. Infanterie Division – was also making progress, driving back the 4th Separate Army's 285th, 310th, and 311th Rifle Divisions. By 8 November, the 21. Infanterie Division was threatening the key rail junction at Volkhov. If the town fell, the 54th Army would face the equally unpalatable options of standing in place at the risk of encirclement, or retreating and abandoning Leningrad to its fate. Leeb sent a battlegroup of the 8. Panzer Division to outflank Volkhov from the east, but a desperate counterattack by the 310th Rifle Division threw it back.

Although Khozin and Fedyuninsky didn't realize it yet, Army Group North's main offensive had already 'culminated' at Tikhvin. On 9 November, the 16. Armee's commander, Colonel General Ernst Busch, optimistically informed Leeb that he might yet link up with the Finns. In truth, his units were far too weak to do so, and the Finns stubbornly refused to advance beyond the Svir. The XXXIX Armeekorps (mot) was almost at the end of its strength, stranded in a narrow salient with inadequate supplies and thinly guarded flanks. In fact, a large gap had opened in the freezing swamps between XXXIX Armeekorps (mot) and Gruppe von Roques. Elements of the newly arrived 223. Infanterie Division grouped into Kampfgruppe Richter were able to cover only part of it.

Gruppe von Böckmann was still on the attack, but was also short of supplies, and its diminishing strength was insufficient to finish off the 54th Army. There was also a wide, undefended gap yawning between its right and the XXXIX Armeekorps (mot)'s left. Yet, the fact that von Böckmann accomplished as much as he did with less than three infantry divisions suggests that Leeb's planned 5 October attack (see above) would have succeeded – and probably ensured the fall of Leningrad.

The Leningrad Front began another attempt to break the blockade on 3 November. To improve command and control, Khozin had redeployed General Shevaldin's 8th Army headquarters, from the Oranienbaum Pocket to replace the Neva Operational Group's improvised headquarters in the sector embracing the Moskovska Dubrovka bridgehead and the upper Neva.

This time, the main attack would be made by six rifle divisions crammed into the claustrophobic Moskovska Dubrovka bridgehead. Two more rifle divisions and a naval brigade were waiting in reserve west of the Neva. The 55th Army also participated in the offensive, but did not try to assault across the river this time. Instead, it assembled seven rifle divisions and a tank brigade south of the river to launch a secondary attack towards Mga. Khozin expected the attacking forces to achieve quick breakthroughs and link up at Sinyavino by 5 November.

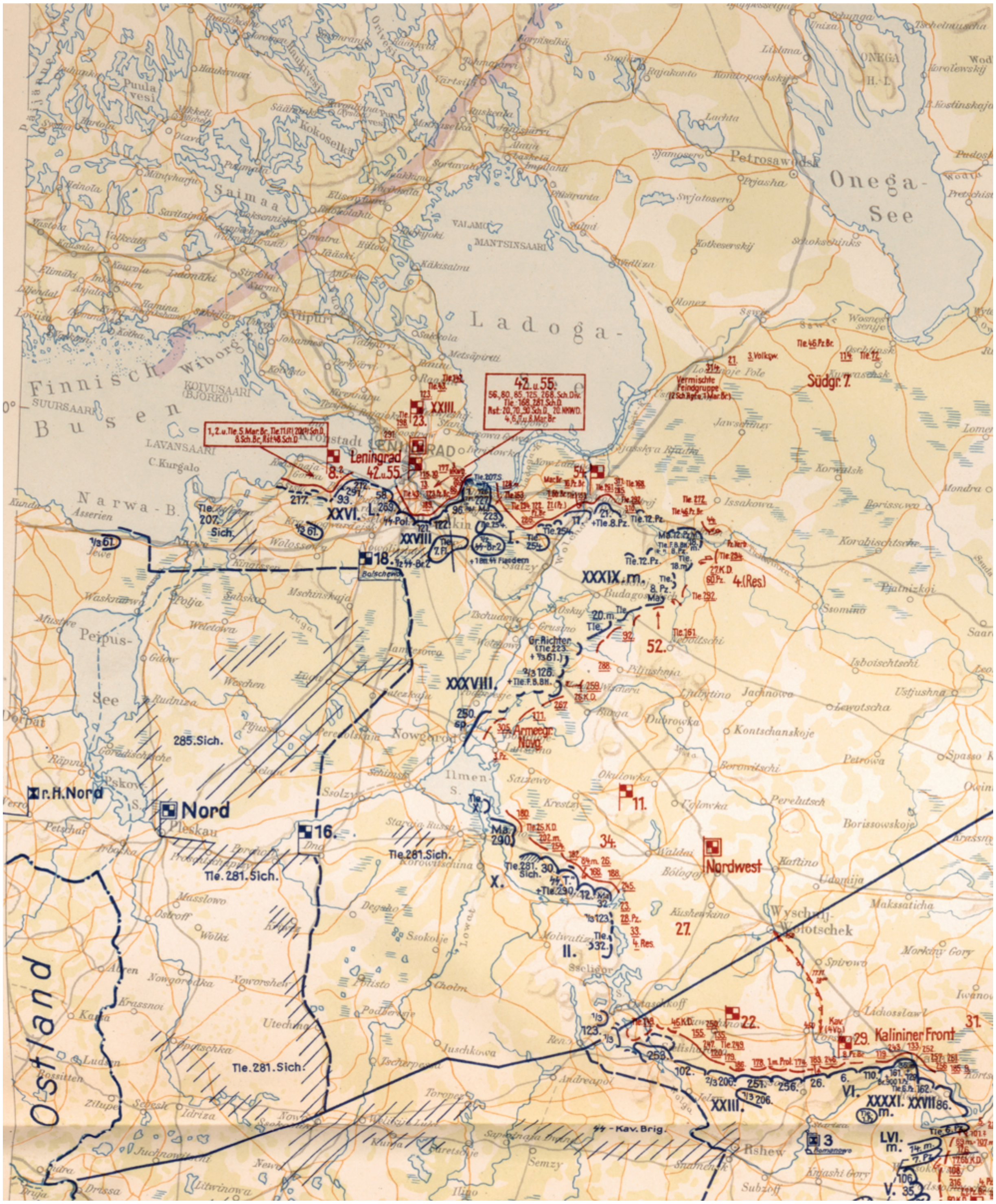
I Armeekorps had anticipated an offensive from the bridgehead and strongly fortified its defensive line around it. The Soviet attack ran into the impenetrable crossfire of German artillery, mortars, and automatic weapons hitting it from three directions at once. The bridgehead was so small and crammed with Red Army troops that it presented an extremely 'target rich environment', and a shortage of artillery ammunition gave the Soviets little chance of suppressing the German fire. The first-echelon divisions nonetheless kept attacking until their offensive capability shriveled away due to massive casualties. Stalin believed that the offensive had failed due to a lack of will, and, on 8 November, ordered Khozin to form several volunteer regiments to lead another round of attacks.

The 55th Army's attack south of the Neva also produced massive Soviet casualty lists and accomplished little. The 43rd and 85th Rifle Divisions, supported by the 123rd Tank Brigade's KV-1s, dented the XXVIII Armeekorps' defences by 5 November and conquered a foothold east of the Tosna River. However, the army could not dislodge the 122. Infanterie Division from Tosna's stone buildings even after it committed an additional four rifle divisions and two tank battalions to the attack.

Withdrawals and heavy losses had so debilitated the 54th Army that only one of its divisions attacked in the Sinyavino bottleneck – it was actually little more than a diversion – during this period. The army's other units in the area were so weak that they merely stood on the defensive, vainly waiting for the units attacking from Leningrad to appear in front of them.

ARMY GROUP NORTH

18 NOVEMBER



Finnisch Busen
Saimaa
Wiborg
Ladoga-
Onega-See
Petrosawodsk
Leningrad
42. u 55.
XXIII.
23.
8.
XXVI.
L.
XXVIII.
I.
18.
Narwa-B.
Peipus-See
XXXIX. m.
4.(Res)
52.
Südgr. 7.
XXXVIII.
Armeegr. Nowg.
Nowgorod
Ilmen-S.
Nord
Pleskau
Pskow
r.H.Nord
16.
285.Sich.
Tle. 281. Sich.
Tle. 281. Sich.
34.
11.
Nordwest
X.
II.
27.
Wyschnij-Wolotschek
22.
29.
Kalininer Front
31.
XXIII.
VI.
XXXXI.
XXVII.
LVI. m.
V.
3
Rshew
Ostland
SS-Kav. Brig.

The weather continued to worsen, with frequent overcast and snow, and the temperature dropped to -22.2 degrees Celsius (-8 degrees Fahrenheit) on 10 November. The Neva and Volkhov rivers would soon freeze hard enough to bear even the weight of 45-ton KV-1 tanks, facilitating the Leningrad Front's efforts to break the German blockade. On the other hand, by 15 November, the ice on Lake Ladoga was thick enough to prevent supplies from being delivered to Leningrad by boat, but not yet strong enough to carry vehicular traffic.

Any illusions Khozin may have had that his latest attack in the bottleneck would quickly succeed evaporated by the second week of November. The offensive had devolved into a brutal attritional contest in which the Leningrad Front's losses were many times greater than those suffered by the 18. Armee. Yet, cumulative German losses were substantial nonetheless – and infinitely harder to replace.

As Stalin instructed, Khozin had formed three 2,750-strong regiments of devoted communists in the Moskovska Dubrovka bridgehead and reinforced supporting artillery to about 600 guns, howitzers, and mortars. The 1st Communist Shock Regiment led the new attack on 10 November, but lost four-fifths of its strength by day's end without achieving anything. The 2nd and 3rd Communist Shock Regiments led equally futile attacks on 11 and 12 November, and suffered equally severe casualties. Incredibly, the survivors of the three volunteer regiments and the five rifle divisions in the bridgehead attacked yet again on 13 November, although their combined strength was less than a single full-strength rifle division. Needless to say, this pointless attack was also a bloody failure.

The Germans constantly rotated units from the 96. and 223. Infanterie Divisions, and the 7. Flieger Division, into and out of the lines around the bridgehead in order to keep them 'fresh'. This gave the Soviets the impression that there were far more German troops present than was actually the case. In fact, the 7. Flieger Division began pulling out of the bottleneck as I Armeekorps shifted the 1. Infanterie Division into the lines east of the Neva near Schlüsselburg.

The 55th Army, which had also formed volunteer 'shock' detachments, resumed its attacks on Tosna on 11 November, but had no more success and likewise settled down to launching fruitless assaults one after another. These became so routine and ineffectual that General Halder's 19 November diary entry merely noted, 'On the Leningrad front, the usual attack was repelled.'

Yet, a 15 November counterattack by the green 223. Infanterie Division went so badly that Leeb terminated it that same day.

Like the 212. and 227. Infanterie Divisions, the 223. was a recent arrival from France. All three units – and the 215. Infanterie Division, which was still in transit – belonged to the third mobilization wave of German infantry divisions. Third-wave divisions had no 47mm or 50mm antitank or 150mm infantry guns, few 81mm mortars, and so little motor transport that their recon battalions rode bicycles instead of trucks and motorcycles. It's not clear to what extent – if at all – these shortages were rectified before the divisions joined Army Group North, but their training was definitely inadequate. According to Müller-Hildebrand, 'These divisions were not at all prepared for the severe combat conditions on the Eastern Front.'

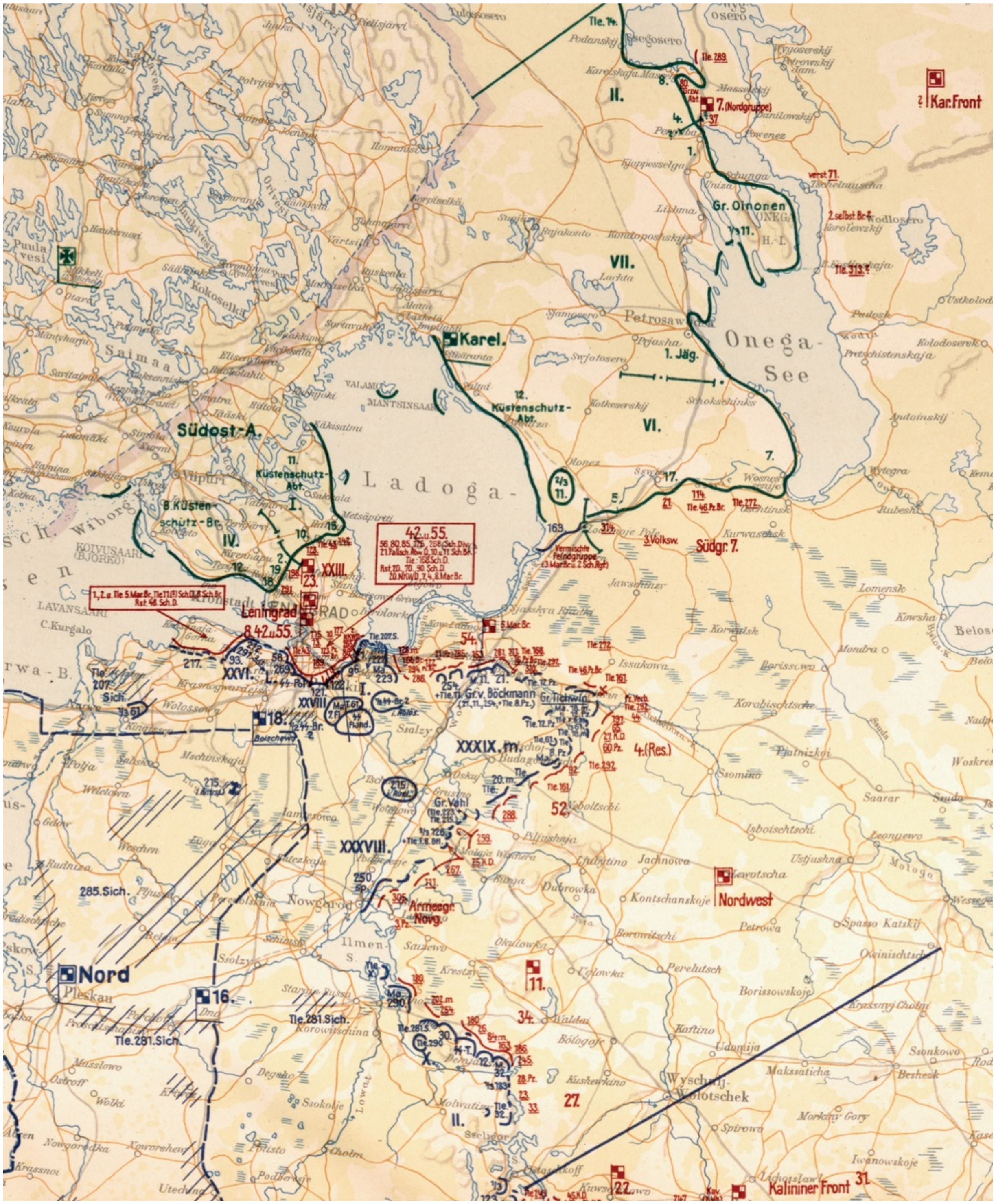
The German offensive on the lower Volkhov continued, threatening the flank and rear of both the Leningrad Front's 8th and 54th Armies, but progressed in fits and starts due to supply shortages and bad weather. The 21. Infanterie Division and elements of the 8. Panzer Division ground their way closer to Volkhov, but the Volkhov Operational Group – which transferred from the 4th Army to the 54th Army on 12 November – put up robust defence. On 14 November, General Böckmann decided to try to cut the railway some distance west of the Volkhov at Shum. This would not encircle the entire 54th Army, but would sever the supply line sustaining its right wing opposite the Sinyavino bottleneck. Meanwhile, a battlegroup of the 12. Panzer Division had left Tikhvin and thrust west towards Volkhov. This was no blitzkrieg advance, but by 18 November, it had covered half the distance.

A stream of reinforcements allowed the 4th Separate Army to launch frequent attacks on the XXXIX Armeekorps (mot). On 12 November, the 52nd Separate Army likewise began launching incessant attacks on Gruppe von Roques' depleted and overextended combat formations. Command and control improved when the XXXVIII Armeekorps' headquarters replaced Von Roques' ad hoc staff, but the unfavourable situation otherwise remained unchanged. There was no continuous front line in either corps' sector, only a patchwork of isolated strongpoints that invited infiltration. On the night of 17–18 November, forward detachments of the 52nd Army's 111th and 259th Rifle Divisions infiltrated behind Malaia Vishera and captured the town the next morning. However, the Soviets generally launched unimaginative frontal attacks that suffered from inadequate and poorly coordinated air, artillery, and armour support. Yet, even these steadily ground down the already badly depleted German formations.

The increasingly tense situation in the Tikhvin salient obliged Field Marshal Leeb to cancel another attempt to eliminate the troublesome Oranienbaum Pocket. The plan he submitted to OKH on 16 November depended upon the availability of the rested, veteran 61. Infanterie Division, which was supposed to lead the attack. However, Hitler rejected the plan and ordered the 61. Infanterie Division to Tikhvin instead.

ARMY GROUP NORTH

25 NOVEMBER


Kar.Front
7.(Nordgruppe)
II.
Gr. Oinonen
Onega-See
VII.
Petrosawodsk
Karel.
1. Jäg.
VI.
12. Küstenschutz-Abt.
Ladoga-
Südost-A.
11. Küstenschutz-Abt.
I.
8. Küsten-schutz-Br.
IV.
Wiborg
Südgr. 7.
3.Volksw.
42.u.55.
XXIII.
23.
Leningrad
8.42.u.55.
54.
XXVI.
XXVIII.
18.
Gr.v. Böckmann
Gr. Tichwin
XXXIX.m.
4.(Res.)
52.
Gr. Vahl
XXXVIII.
Armeegr. Novg.
Nowgorod
Ilmen-S.
Nordwest
Nord
Pleskau
16.
11.
34.
27.
285.Sich.
Tle.281.Sich.
II.
22.
Kalininer Front
31.
Wyschnij-Wolotschek
Lowat
Cholm

On 19 November, the Soviet forces arrayed around the Tikhvin salient began a general offensive that aimed to destroy the opposing German units, advance to the Volkhov River, and seize bridgeheads on the left bank. The 4th and 52nd

Separate Armies and the Leningrad Front's 54th Army would commit two tank and 17 rifle divisions, two tank and three rifle brigades, and two separate tank and three separate ski battalions to the offensive. Opposing them would be about ten German infantry divisions – including the 61st and 215th – plus two panzer and two motorized divisions.

The 52nd Army tried to exploit its victory at Malaia Vishera by pushing on to the Volkhov but advanced very slowly. That gave Leeb time to bolster XXXVIII Armeekorps with elements of the 61., 215., and 223. Infanterie Divisions, and these reinforcements brought the Soviet advance to a halt for the moment. The bulk of the 215. Infanterie Division was assembling behind the corps' left wing west of the Volkhov.

General Meretskov organized his 4th Separate Army – one cavalry and five rifle divisions, a rifle and a tank brigade, and three separate tank battalions – into three groups that simultaneously attacked the 'nose' of the salient from the north, east, and south. The German defences at Tikhvin benefitted from interior lines that facilitated the rapid shifting of tactical reserves. Meretskov's assaults gained no ground to speak of but caused a critical situation in the 8. Panzer Division's sector south of the town on 20 November and kept the recently formed Gruppe Tikhvin in a perpetual state of crisis and steadily attritted German strength.

OKH chose this moment to warn Army Group North that it would soon have to give up XXXIX Armeekorps (mot), but forbid any withdrawal from Tikhvin. Leeb responded to this absurd guidance by insisting that he could not surrender the motorized corps *and* hold Tikhvin unless he received four to five additional infantry divisions. Since both he and OKH knew that was utterly impossible, nothing more was heard about the XXXIX Armeekorps (mot)'s departure.

The 54th Army did not strike simultaneously with the other two armies because it was still under attack by Gruppe von Böckmann. Its defensive battle in front of Volkhov raged on until 25 November, when the German advance finally sputtered to a stop just 3.5 miles (6 kilometres) from the town. The only unit of Army Group North that remained on the offensive was the 254. Infanterie Division, which was trying to capture Shum. Otherwise, Army Group North had reached the end of its tether after five months of offensive exertions, and now found itself thrown on the defensive along almost the entire length of its overextended, ill-supplied, and often thinly manned front. The 16. Armee's right wing below Lake Ilmen was particularly vulnerable since there were no reserves at all in that sector.

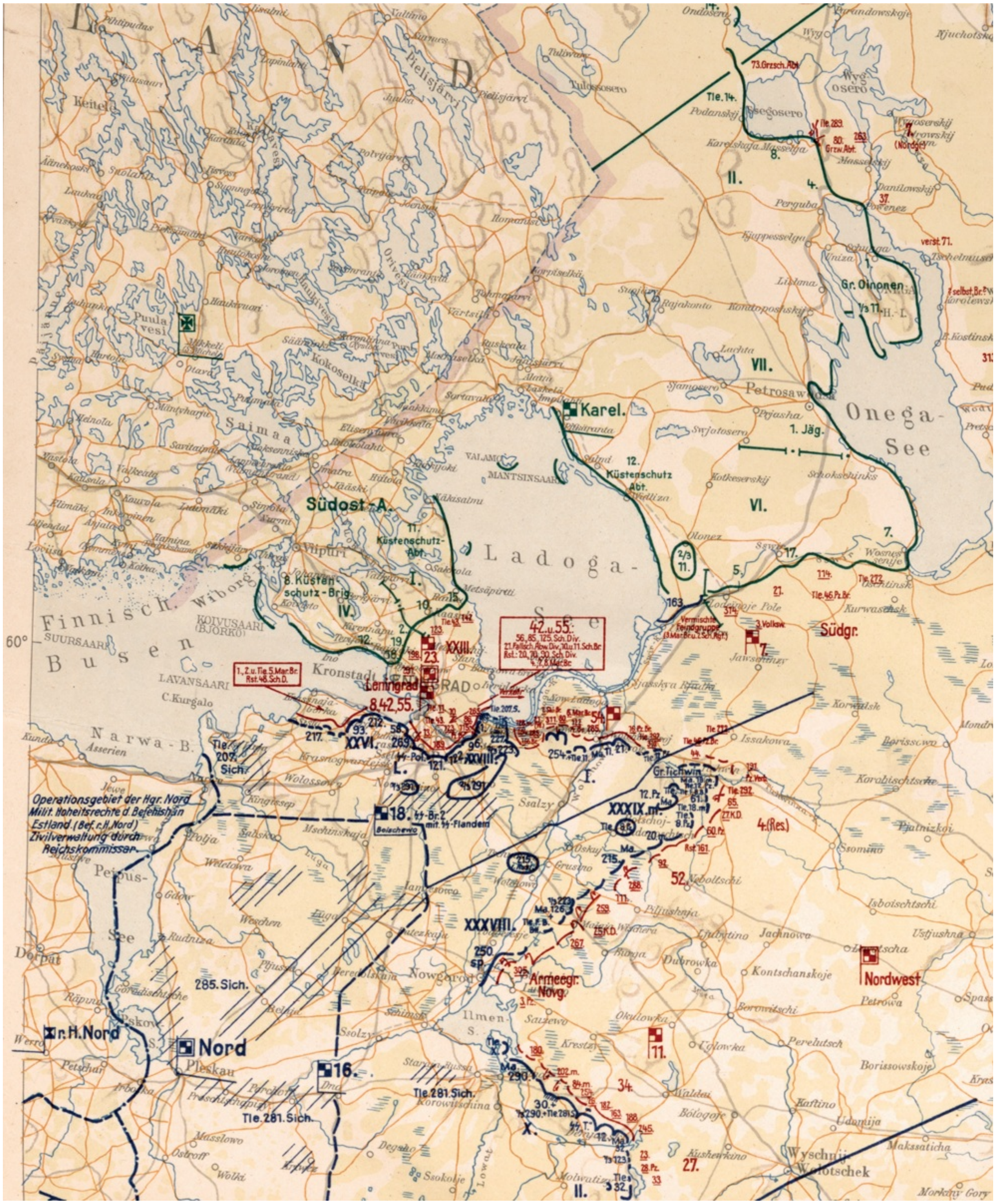
Unlike the Soviet armies attacking further east, the Leningrad Front's formations inside the blockade had received few reinforcements and even saw some units depart to help overcome the crises at Tikhvin and Volkhov. Yet, although the Soviet forces attacking at Tosna and from the Moskovska Dubrovka bridgehead had already been crippled by heavy casualties, they continued their futile offensive at Stavka's (i.e., Stalin's) insistence. They had no hope of success, since here German defences in the bottleneck were well fortified, and relatively well manned and supplied compared to the Tikhvin salient.

Starvation had arrived in Leningrad in full force by the second half of November due to the continuing German occupation of Tikhvin and the closure of Lake Ladoga to shipping. The first supply convoy which crossed the frozen lake on 19 November consisted of horse-drawn sleds due to doubts that the ice could bear the weight of trucks. Many of the underfed animals died and arrived in Leningrad as meat. The first motorized convoy set out on 22 November, blazing the way for what would become a round-the-clock, two-way flow of traffic on the so-called 'Road of Life'.

Leningrad nonetheless remained on a starvation diet, since truck convoys delivered just 800 tons of flour between 23 November and 1 December. It required a thousand tons a day! Part of the problem was that it took time and a lot of trial and error to perfect the ice-road system. However, the main obstacle was a lack of supplies on the eastern shores of Lake Lagoda. There was simply no way to deliver enough to keep Leningrad alive through the winter as long as Tikhvin remained in German hands. The Russians had to unload supplies at Zaborie – 60 miles (100 kilometres) to the east – and then carry them about 200 miles (320 kilometres) to Lake Ladoga on a 'road' that soldiers and peasants were hastily hacking out of the virgin forest north of the Tikhvin salient.

ARMY GROUP NORTH

6 DECEMBER


Finnischer Busen
Ladoga-See
Onega-See
Leningrad
Kronstadt
Südost-A.
Karel.
Gr. Oinonen
Südgr.
Nordwest
Nord
16.
18.
XXVI.
XXVIII.
XXXIX.mot.
XXXVIII.
Armeegr. Novg.
Ilmen-S.
Operationsgebiet der Hgr. Nord Milit. Hoheitsrechte d. Befehlsh. an Estland (Bef. r. H. Nord) Zivilverwaltung durch Reichskommissar
Peipus-See
Dorpat
Pleskau
Nowgorod
Petrosawodsk
Wyschnij Wolotschek
Gr. Tichwin
285. Sich.
Tle. 281. Sich.
60°

The Russian situation was desperate at the start of December. The Zaborie road was completed on 6 December, but was so crude, narrow, and snowbound that it could deliver only 600 tonnes of supplies a day. Meanwhile, the 2nd Sinyavino Offensive ground to a halt, and the tattered Soviet units in the Moskovska Dubrovka bridgehead temporarily shifted over to the defensive. General Shevaldin became the scapegoat for the failure to break the Leningrad blockade from within. On 28 November, Stavka relieved him of command and replaced him with Major General Andreu L. Bondarev. Shevaldin became the commander of the Arkhangelsk Military District and remained in that inconspicuous post for the rest of the war.

The German situation was also becoming increasingly desperate. The Tikhvin strategic offensive operation ground on, gaining little territory, but wearing down the German units in the salient to breaking point. By the start of December, attrition had reduced their strength to a dangerously low level, and fuel shortages and vehicle breakdowns largely immobilized them. The inadequate German logistical system had been unable to meet operational demands even before the weather turned bad. Now truck and railroad locomotive breakdowns skyrocketed due to bitterly cold temperatures – which fell to -35.5 degrees Celsius (-32 degrees Fahrenheit) by 5 December – and reduced the flow of supplies reaching the front to a trickle. The situation directly in front of Leningrad was not great, but things were far worse in the salient. There, most ‘roads’ were merely forest tracks where the deep ruts worn during the period of rain and thaw had frozen solid, presenting vehicles with a slippery, uneven surface that caused further breakdowns and accidents.

The 254. Infanterie Division’s attack on Shum had stalled just in front of the town, but Field Marshal Leeb was not ready to give up just yet and planned to make one last attempt to cut off the 54th Army’s right wing. On 1 December, he sought OKH’s permission to use the 291. Infanterie Division – which had withdrawn from the lines around the Oranienbaum Pocket – to launch a new attack in the gap between the 223. and 254. Infanterie Divisions. On that date, Leeb promised to hold Tikhvin, but two days later, he warned that the town might have to be evacuated.

Hitler did not approve the 291. Infanterie Division’s attack and forbade any withdrawal from Tikhvin. He was still determined to link up with the Finns by attacking from Tikhvin towards the Svir River between 14 and 17 December. By then, independent Panzer Regiment 203 (45 Panzer IIs, 71 Panzer IIIs, and 20 Panzer IVs), a hundred replacement tanks for the two panzer divisions, and 22,000 infantry replacements were supposed to have reached Army Group North.

Hitler's plan was sheer fantasy because it simply ignored the unfavourable balance of forces and the daunting climatic and logistical factors that made it an impossibility. There was no way that the hard-pressed Gruppe Tikhvin could hold its positions long enough for the reinforcements and replacements to arrive, and was in no condition to join in a new offensive in any event.

On 6 December Leeb reported that the situation in Tikhvin was critical and sought permission to withdraw. Hitler refused, but had to change his mind when the Soviets broke through northwest of the town. At 0200 on 8 December, OKH authorized the units defending Tikhvin to escape from the rapidly closing trap, but Hitler wanted them to fall back only far enough to remain within artillery range. This too proved to be a futile hope, and the Führer would reluctantly have to allow Army Group North to evacuate the entire salient and fall back all the way to the Volkhov River.

The Black Sea Fleet's last evacuation convoy departed from Hango on 2 December. All told, 23,000 Soviet troops made it back to Leningrad by sea, although Finnish minefields and coast artillery sank three destroyers, two transports, and several smaller vessels.

ARMY GROUP NORTH

CONCLUSIONS

Army Group North's campaign, which had begun with such great hopes and stunningly rapid advances, ended in disappointment and failure. The fundamental reason was German underestimation of their enemies. The Red Army not only didn't collapse, but continued to fight with great determination. Stavka also managed to conjure up half a dozen new armies to oppose Army Group North's advance – not to mention reinforcements and replacements fed into existing ones. Well-timed and initially successful counterattacks at Soltsy and south of Lake Ilmen disrupted German plans at the strategic level and delayed Army Group North's advance on Leningrad at crucial points in the campaign.

Army Group North would have had an excellent chance of taking Leningrad and linking up with the Finns if Hitler had adhered to the original *Barbarossa* plan. Of the three army groups, only Army Group North had a strategic objective which was – barely – within logistical reach of its start line. Despite his patent lack of qualifications as a strategist, even Hitler could see the obvious advantages of bringing Panzergruppe 3 up to help get Army Group North to the finish line early in the campaign. That would necessitate halting Army Group Centre, but that hardly mattered, since Moscow was simply too far from the border for the Germans to reach in a single bound. A lengthy operational pause around Smolensk was inevitable so that Army Group Centre could build up the logistical infrastructure necessary to support an attack on the Soviet capital. And once Army Group North had wrapped up its campaign, it would detach strong forces to reinforce the Moscow offensive. It was truly a win-win proposition for the two army groups.

Halder was largely responsible for the failure to divert Panzergruppe 3 north. He always prioritized the capture of Moscow above all other objectives. In early July, he believed that the Red Army was already finished and advocated a lightning advance to the Soviet capital even though logistical constraints would have strictly limited the number of German divisions which could participate. The rapidity of Army Group North's advance in the first weeks of the campaign – and especially Manstein's lightning thrust to Daugavpils – enabled Halder to convince Hitler that it could reach Leningrad with its existing forces.

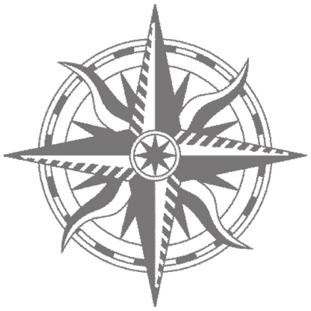
When it became clear, later in July, that the Red Army was not on the verge of collapse, Halder became even more convinced that only the soonest possible attack on Moscow with as many mobile divisions as possible could produce victory. Hitler was also taken aback by the Red Army's survival and recuperative powers, and gave way to his worst failing as a strategist – vacillation. He spent five weeks debating whether or not to reinforce Army Group North with at least a portion of Panzergruppe 3.

When Hitler finally sent the XXXIX Armeekorps (mot) north, it was not because he'd finally made up his mind. Instead, he did so in response to an enemy initiative that pulled Manstein's LVI Armeekorps (mot) out of the drive on Leningrad in order to save X Armeekorps south of Lake Ilmen. Hitler likewise shifted the LVII Armeekorps (mot) into Army Group North's sector in September in order to give the 16. Armee a solid grip in the Valdai Hills. This was a worthy objective, but hardly a decisive strategic move.

The Kriegsmarine could have done far more than it did to accelerate Army Group North's advance by launching amphibious operations, providing naval gunfire support, blockading ports and sea lanes, and shipping supplies to the front. It had gone 'all in' during the 1940 Norwegian campaign and lost over half of Germany's major surface combatants sunk or heavily damaged in a purely secondary strategic theatre. Yet, in 1941, it refused to commit more than a fraction of its surface fleet to the most decisive theatre of all – and one in which speed and risk-taking were essential for success.

Nonetheless, Army Group North might still have taken Leningrad if it had performed better at the operational level. Operation *Barbarossa*'s first strategic objective was to destroy the Soviet border armies west of the Dvina and Dnieper rivers. Army Group North's next mission also focused on destroying the Red Army instead of achieving any particular territorial objective(s). With the assistance of Panzergruppe 3, it was supposed to annihilate the Red Army's entire northern wing by pinning it against the Baltic Sea. Leningrad would fall automatically as a consequence of that victory.

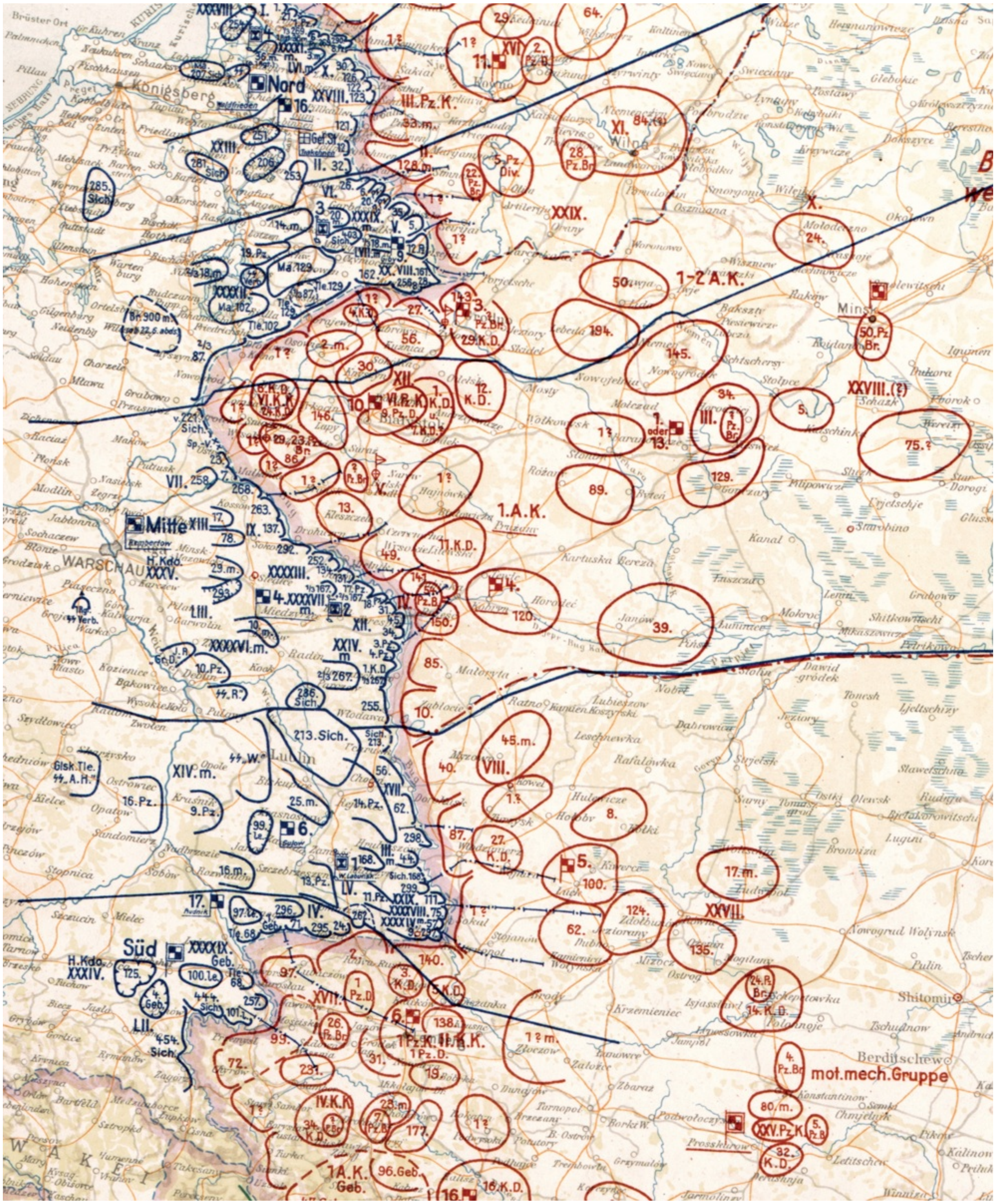
Army Group North failed to achieve either of these objectives because doing so was never its top priority. From the start, Leeb and his panzer commanders concentrated on advancing as rapidly as possible towards Leningrad – a purely territorial objective – and ignored opportunities to entrap Soviet armies. Army Group North failed to pocket any significant Soviet forces west of the Dvina. It gave the 8th and 11th Armies a good beating near the border, but most of their units escaped across the river where infusions of replacements and reinforcements restored their combat effectiveness. It also missed an opportunity to pin the 8th Army in Estonia by rapidly seizing the Narva bottleneck.



PART TWO

ARMY GROUP CENTRE

ARMY GROUP CENTRE
21 JUNE



Field Marshal Fedor von Bock's Army Group Centre included 4. Armee and 9. Armee, and would receive 2. Armee from OKH's reserves during July. It also had Colonel General Heinz Guderian's Panzergruppe 2 and Colonel General

Hermann Hoth's Panzergruppe 3. With three motorized corps comprising six panzer divisions, four motorized divisions, and Infanterie Regiment (mot) Grossdeutschland, Panzergruppe 2 was Nazi Germany's premier mechanized formation. Of its 977 tanks, 679 were Panzer IIIs and IVs. Guderian also had 57 command tanks and 241 Panzer IIs, but no Czech tanks. Hoth's panzer group had just two motorized corps with four panzer and three motorized divisions. His 809 tanks included 152 Panzer IIs, 507 Czech Panzer 38(t)s, and 29 command tanks. He had no Panzer IIIs at all; the only tanks truly suited for armoured combat were 121 Panzer IVs.

Stalin had expected the Germans to place their main effort in the wide-open plains of Ukraine because Army Group Centre's sector was not good tank country. The way to Moscow ran through belts of forest and swamp, and skirted the northern fringe of the vast Pripet Marshes. The Germans would also have to fight their way across half a dozen significant rivers. First there was the Western Bug, which formed the boundary between the Soviet Union and German-occupied Poland in the southern half of Army Group Centre's sector. Behind it were the Shara, the Niemen, the Neris, and the Berezina – where Napoleon came to grief during his disastrous retreat from Moscow in 1812. Then there were the mighty Dvina and Dnieper rivers, which barred the way east across the full width of Army Group Centre's sector – except for the Smolensk Land Bridge. Apart from the modern Moscow–Minsk motor highway, the roads were generally unpaved dirt tracks that became quagmires whenever it rained.

General of the Army Dmitry G. Pavlov's Western Special Military District faced off against Army Group Centre. It had the 3rd, 4th, and 10th Armies with four subordinate mechanized corps deployed near the border. In reserve, it had the still-forming 13th Army headquarters, another two mechanized corps, the division-sized 4th Airborne Corps, and the 2nd, 21st, 44th, and 47th Rifle Corps.

The half dozen mechanized corps varied widely in tank strength and, in some cases, different sources present conflicting figures. The 6th Mechanized Corps was the only one with real offensive potential thanks to its many new T-34 and KV heavy tanks. The other mechanized corps deployed near the border were considerably understrength and generally equipped only with obsolete or obsolescent medium and light tanks – many of which were 'deadlined' awaiting repair. The two reserve mechanized corps were just starting to form and, respectively, possessed only a battalion's and a brigade's worth of older tanks.

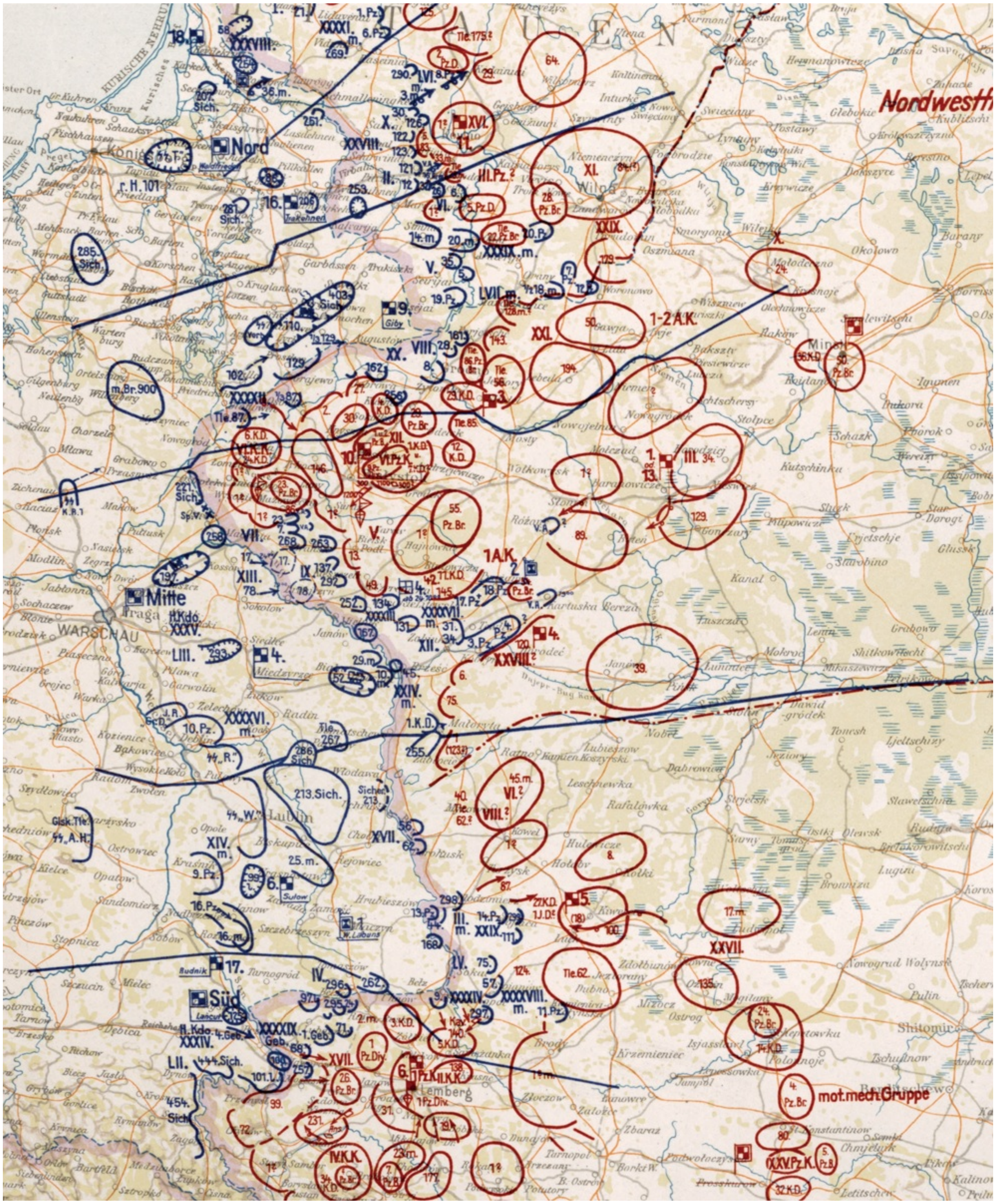
The three front-line armies were massed in the Bialystok salient, which could serve as a base for thrusts towards Warsaw or to outflank German forces arrayed to the north and south. But this deployment also exposed the bulk of Pavlov's forces to encirclement, and that was precisely what Field Marshal von Bock planned to do. He had concentrated 9. Armee and Panzergruppe 3 in the Suwalki salient to the north of Bialystok, while Panzergruppe 2 and the bulk of 4. Armee were massed to the south of it. The western face of the Bialystok bulge was guarded only by a few infantry and security divisions backed up by Lehr ('Demonstration') Brigade 900 – a formation consisting of motorized demonstration units stripped from the German Reserve Army's training facilities.

The two panzer groups would spearhead Army Group Centre's offensive, thrusting far to the east before turning inwards to close the encirclement. Where they would link up was still a bone of contention in the German camp. Hoth and Guderian wanted to meet up at Smolensk – about 430 miles (700 kilometres) from the border – 'bouncing' the Dvina and Dnieper rivers before the Soviets could form a new defensive line. However, Hitler and OKH insisted that they aim for Minsk – about 215 miles (350 kilometres) from the border – to seal the trap quickly and prevent units of the Western Front from escaping into the depths of the Soviet Union.

Formation	Mechanized Corps	T-34/KV	Other Tanks	TOTAL
3rd Army	11th Mechanized Corps	0–31	185–287	216–318
10th Army	6th Mechanized Corps	162–347	553–673	715–1,020
	13th Mechanized Corps	0	294	294
4th Army	14th Mechanized Corps	0	520	520
Reserves	17th Mechanized Corps	0	36	36
	20th Mechanized Corps	0	93	93

ARMY GROUP CENTRE

23 JUNE


Nordwestfr
Nord
Mitte
Süd
WARSCHAU
Lemberg
mot.mech.Gruppe

Hoth deployed his XXXIX and LVII Armeekorps (mot) right on the border so they could sprint east and cross the Niemen River before nightfall. His first target was the 11th Army on the Northwestern Front's left wing, which had just eight infantry regiments holding a sector 105 miles (170 kilometres) wide. Both motorized corps quickly pierced the 128th Rifle Division's defences, and the 7. Panzer Division captured the two bridges at Alytus by 1240.

The 5th Tank Division of the 11th Army's 3rd Mechanized Corps counterattacked hours later and destroyed 11 German tanks. Yet, it failed to crush the bridgehead and lost 73 tanks of its own – including 27 of its 50 T-34s. On 23 June, it could not prevent the 7. Panzer Division from resuming its rapid advance. The 20. Panzer Division, which had seized another bridgehead 18 miles (30 kilometres) to the south, also advanced quickly against minimal opposition. The 3rd Mechanized Corps' 2nd Tank Division could not intervene since it was moving to counterattack Panzergruppe 4 over 100 miles (160 kilometres) northwest of Alytus.

Guderian's Panzergruppe 2 had to attack across the Western Bug River, but it did not prove to be a major obstacle, since surprise attacks seized virtually all the bridges intact.

- The XXXXVII Armeekorps (mot) attacked north of Brest, an old fortress city. One of the 18. Panzer Division's tank battalions famously drove across the bottom of the Bug in Panzer IIIs and IVs which had been modified for submerged crossings in preparation for Operation *Sealion*.
- The XXIV Armeekorps (mot) crossed the Bug south of Brest. A regiment of the 14th Mechanized Corps' 30th Tank Division counterattacked around noon but was devastated by the Luftwaffe. Yet, neither German motorized corps finished crossing all its tanks until nearly 1830, and both advanced only a short distance that day.
- Sandwiched between the motorized corps, the 45. Infanterie Division was tasked with capturing Brest – held by the 28th Rifle Corps' 6th and 42nd Rifle Divisions. Despite massive German artillery support – including 210mm and 600mm pieces – Soviet troops defending outdated, Vauban-era fortifications killed about 300 Germans. Stunned, the 45. Infanterie Division pulled back out of the city after sundown.

The 4. and 9. Armees attacked the southern and northern faces of the Bialystok salient and made good progress. Most significantly, 9. Armee's VIII

Armeekorps advanced to the Niemen River opposite the city of Grodno – a key road junction – and seized a bridgehead to the north of it.

At his headquarters in Minsk, General Pavlov had little idea of what was happening since the Luftwaffe had devastated many of his subordinate headquarters – the 4th Army's was hit particularly hard – and saboteurs cut telephone and telegraph lines. Pavlov sent his deputy, General Ivan V. Boldin, to the 10th Army's command post at Bialystok to restore communications. Acting on his own initiative, the 10th Army's commander, General Ivan Konev, sent the weak 13th Mechanized Corps forward to backstop his front-line units.

At 2115 on 22 June, Stalin and Defence Minister Marshal Semyon K. Timoshenko issued People's Commissariat for Defence (NKO) Directive No. 3, which ordered two counteroffensives the following day to eliminate the penetrations achieved by Panzergruppe 3 at Alytus and Army Group South's Panzergruppe 1 at Vladimir Volynsky. Due to chaotic conditions at the front and a general breakdown in communications, the NKO was unaware of the penetrations made by Army Group North's Panzergruppe 4 across the Dubyssa River and Panzergruppe 2 near Brest.

Directive No. 3 instructed the Northwestern and Western Fronts to destroy Panzergruppe 3 with a pincer attack on 23 July, then cross the border to capture Suwalki the next day. The Western Front's southern pincer would consist of two mechanized corps counterattacking at Grodno. Pavlov instructed Boldin to organize and lead the attack with the 6th and 11th Mechanized Corps.

On the morning of 23 June, the 14th Mechanized Corps struck back at the panzer thrusts on either side of Brest with its 22nd and 30th Tank Divisions. The Germans easily repelled both units, inflicted crippling losses on them, and killed the 22nd Tank Division's commander, Major General Viktor Puganov. They also wounded the corps commander, Major General Stepan Obrin – who was later executed for going to Moscow for medical treatment. The XXXXVII Armeekorps (mot) exploited this victory by advancing 48 miles (80 kilometres) to the northeast by day's end.

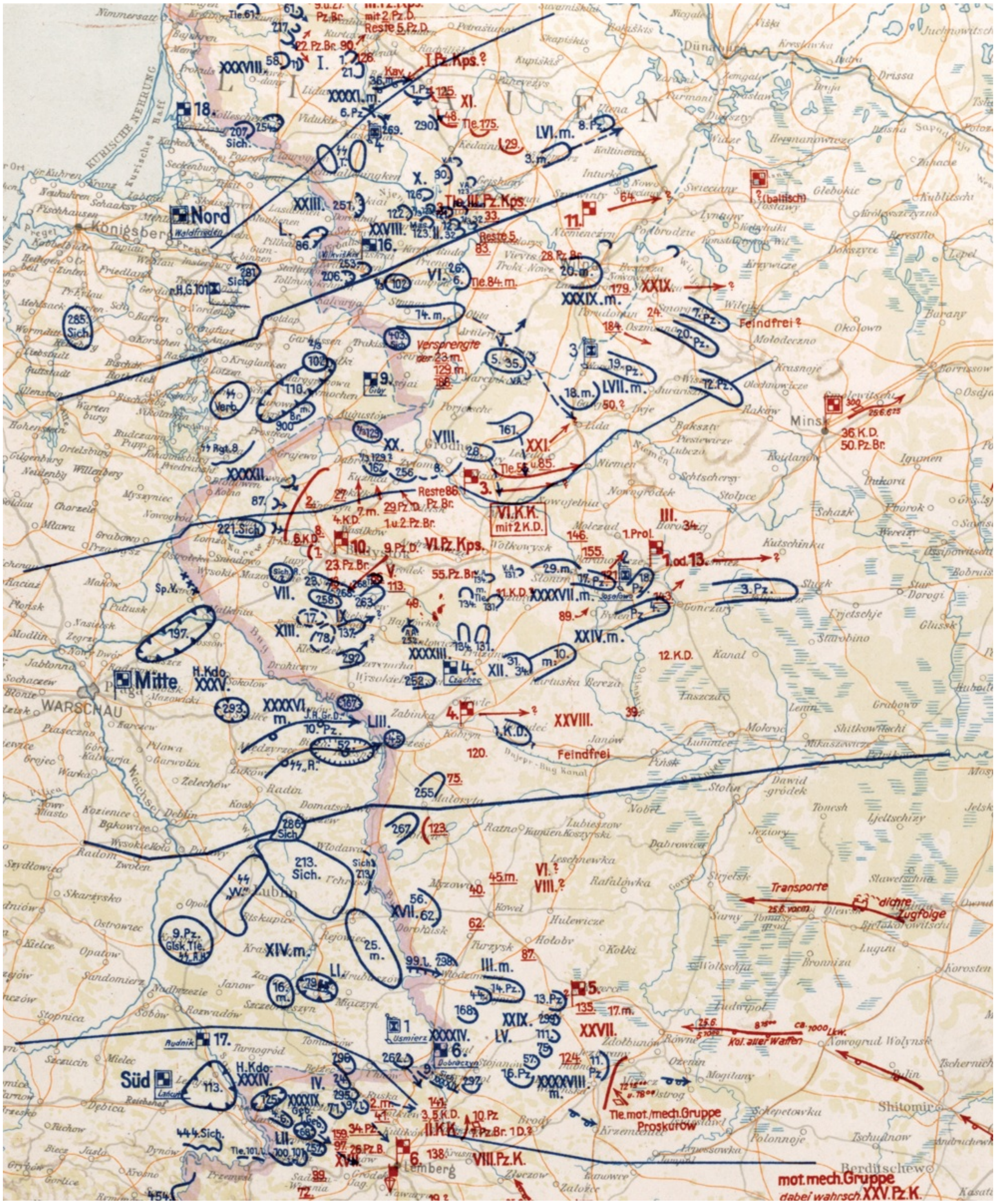
The Grodno counterattack was hamstrung by the non-arrival of the 6th Mechanized Corps, which was delayed by continuous air attacks and the destruction of its fuel depot in Bialystok by Luftwaffe bombing. The 11th Mechanized Corps' 29th and 33rd Tank Divisions assailed VIII Armeekorps' 8. Infanterie Division and XX Armeekorps' 256. Infanterie Division south and southwest of Grodno, but their poorly coordinated attacks with unsupported light tanks accomplished little and suffered heavy losses.

The only bright spot for Pavlov on 23 June was Brest, whose defenders clung to their antiquated fortifications as the Germans pummeled them with artillery and airpower. The 45. Infanterie Division rescued an infantry company which had been cut off inside the fortress, but accomplished little else.

On 23 June, Stalin formed the Main Command of the Armed Forces of the USSR (Stavka) to control the war effort. Its members included – among others – Stalin, General Georgy Zhukov (head of the General Staff), and Timoshenko, who served as chairman.

ARMY GROUP CENTRE

25 JUNE


Nord
Mitte
Süd
Königsberg
WARSCHAU
Minsk
Lemberg
Kurische Nehrung
Litauen
XXXVIII.
XXXXI.m.
I.Pz.Kps.
LVI.m.
Tle.III.Pz.Kps.
XXXIX.m.
LVII.m.
VI.Pz.Kps.
XXXXVII.m.
XXIV.m.
XXXXVI.m.
XII.
Feindfrei
VI.K.K. mit 2.K.D.
XXVIII.
XIV.m.
III.m.
XXXXVIII.m.
VIII.Pz.K.
XXVII.
Tle.mot./mech.Gruppe Proskurow
mot.mech.Gruppe dabei wahrsch.XXV.Pz.K.
Transporte
Kol. aller Waffen

By 25 June, Army Group Centre's panzer groups were thrusting into the depths of Pavlov's Western Front. Terrible roads and a Luftwaffe truck convoy which blocked a main route did more to impede Hoth's advance than the few

Red Army troops in the area. The 7. Panzer Division entered Vilnius on 24 June and received a rapturous welcome from the mostly Lithuanian residents. The Einsatzgruppen would soon massacre the city's large Jewish population.

The 18. Infanterie Division (mot) came under heavy pressure from the 21st Rifle Corps near Lida on 24 June, and the 19. Panzer Division encountered hordes of Red Army troops attacking north supported by heavy tanks the next day. However, that night a panzer column ambushed the 13th Army's headquarters as it was moving from Molodechno to Minsk and killed half the staff.

Although OKH's pre-invasion planning directed Panzergruppe 3 to advance on Minsk, Bock had insubordinately decided to leave open the option of going northeast across the Dvina River instead. When OKH insisted on adherence to its plan, Hoth and Bock tried to circumvent it by agreeing to form 'an elastic encirclement as opposed to establishing and retaining a rigid line around the enveloped enemy'. This gambit failed mainly because Hitler was considering the even less appealing option of closing the encirclement at Novogrudok – far west of Minsk.

Meanwhile, Panzergruppe 2 had reduced the 14th Mechanized Corps to just 30 tanks and thrust east through the 4th Army's fragments. Anxious to reach the Dnieper as soon as possible, Guderian dangerously dispersed his forces and advanced directly towards the river as well as Minsk. The XXXXVII Armeekorps (mot) headed northeast towards Baranovichi on the road to Minsk, while the XXIV Armeekorps (mot) headed east for Slutsk. Guderian's XXXXVI Armeekorps (mot) was still west of the Bug River.

Yet, the Western Front still had plenty of fight left in it. The 45. Infanterie Division remained bogged down in the costly siege of Brest, and, on the night of 24–25 June, heavy tank-supported attacks by Pavlov's reserve 47th Rifle Corps caused several battalions of the 18. Panzer Division to flee to the rear.

On 25 June, Halder and Brauchitsch began planning to subordinate Hoth and Guderian, who were operating directly under the command of the sympathetic Bock, to 4. Armee's headquarters and its conservative commander, Field Marshal Günther von Kluge. They hoped to rein in the independent-minded panzer group commanders and force them to coordinate their operations.

Back near the border, the 4. Armee was making good progress. It had repelled several ineffectual counterattacks by the weak 13th Mechanized Corps, and pushed it and the 10th Army's left wing back into the dense Hajnowka Forest. Meanwhile, its XXXXIII Armeekorps' 131. and 134. Infanterie Divisions, following behind the XXXXVII Armeekorps (mot), had penetrated into the forest further east. Ad hoc motorized forward detachments (*Vorausabteilung* or VA) pushed in front of the divisions' main bodies.

Soviet armoured counterattacks continued near Grodno. Boldin finally got part of the 6th Mechanized Corps in position on 24 June, although many tanks were lost to breakdowns, fuel shortages, and air attacks along the way. Due to a lack of radios, the 6th Mechanized Corps and 11th Mechanized Corps could not coordinate their attacks. The Germans had no tanks in the area, but an 88mm flak battalion and several batteries of Sturmgeschütz Abteilung 210 (the 210th Assault Gun Battalion) supplemented the infantry divisions' antitank guns, and Stuka dive bombers intervened as well. The Germans easily repelled the 24 June counterattack, in which only Soviet light tanks participated. The 6th Mechanized Corps' KVs and T-34s still had not arrived.

The assault guns were turretless Panzer III chassis armed with short-barrelled 75mm guns. Commonly known as Sturmgeschütz IIIs (or StG IIIs), they were organized into batteries of seven assault guns, and battalions of three batteries. In June 1941, there were 11 battalions and five independent batteries in the east. These were Heerestruppen ('General Headquarters') units that were allocated to armies, corps, and divisions as required.

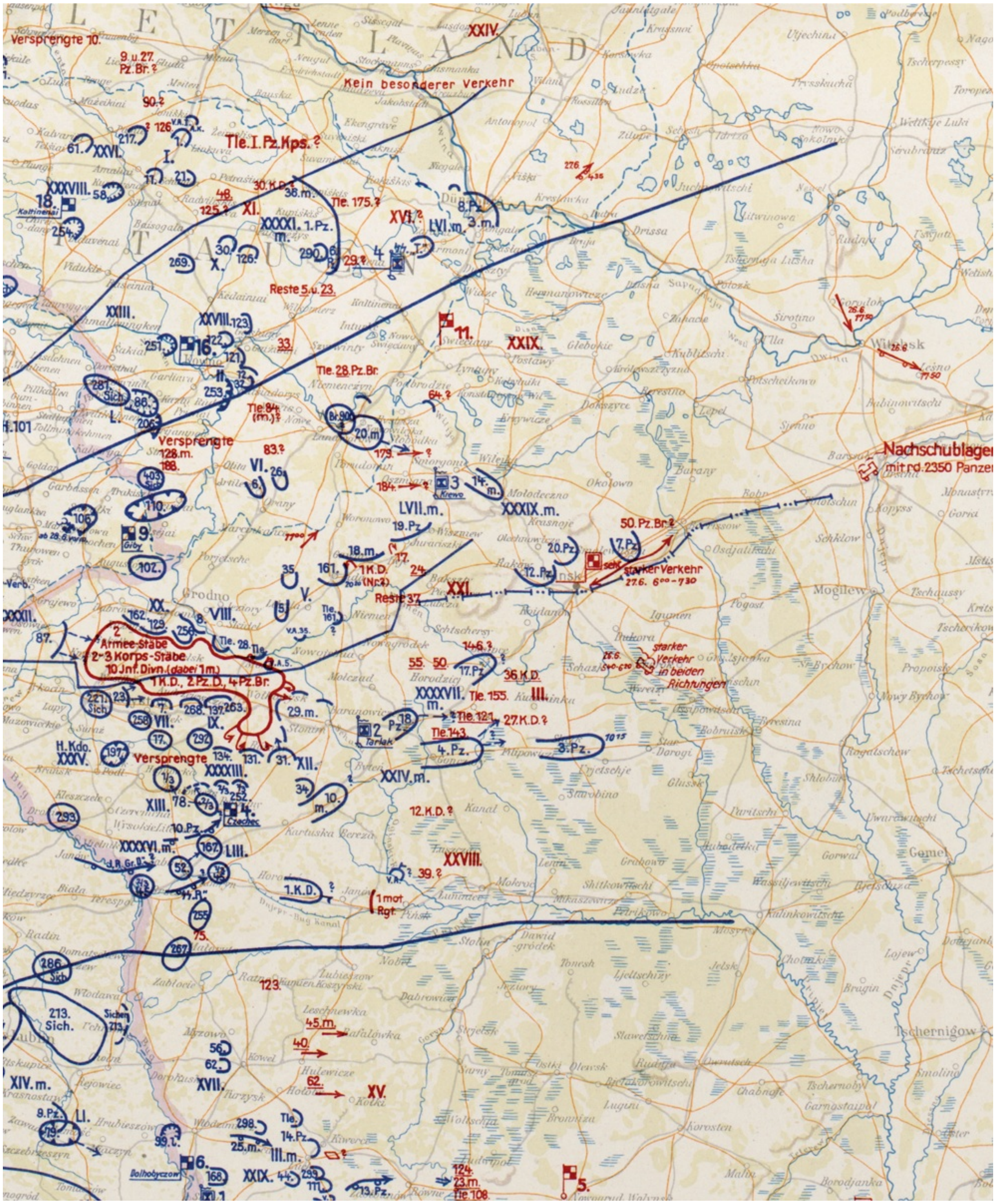
Boldin counterattacked again on 25 June, but the 11th Mechanized Corps contributed little since it had lost most of its remaining tanks the day before. However, the 6th Mechanized Corps' heavy tanks were finally on hand and gave the 256. Infanterie Division a nasty surprise when its antitank guns and the StG IIIs could not penetrate the Soviet leviathans' armour. They drove through the German front line and spread panic as they crushed guns and vehicles, but 50mm antitank guns proved capable of knocking them out with flank shots at close range, and an 88mm flak battery destroyed a dozen.

The Grodno counterattacks were pointless since they completely missed Hoth's Panzergruppe 3. On 25 June, Pavlov finally realized that Hoth and

Guderian were hundreds of kilometres to the east and about to pocket most of the Western Front. He ordered his front-line armies to begin retreating to a new defensive line behind the Shchara River – about 120 miles (200 kilometres) west of Minsk – that very night. Since the Germans had already captured Slonim – a key road junction at the southern end of the new defensive line – Pavlov ordered the 47th Rifle Corps to attack it from the east while the remnants of Boldin's two mechanized corps struck from the west.

ARMY GROUP CENTRE

27 JUNE


Versprengte 10.
9. u. 27. Pz.Br.?
XXIV.
Kein besonderer Verkehr
Tle. I. Pz. Kps.?
XXVI.
XXXVIII.
XI.
XXXXI. 1. Pz.
XVI.?
LVI. m.
8. Pz.
3. m.
Reste 5. u. 23.
XXIII.
XXVIII.
16.
11.
XXIX.
Tle. 28. Pz. Br.
Versprengte
128. m.
188.
VI.
LVII. m.
XXXIX. m.
Nachschublager mit rd. 2350 Panzer
Witebsk
Drissa
Polozk
Glebokie
Postawy
Molodeczno
Krasnoje
Minsk
starker Verkehr 27.6. 6⁰⁰–7³⁰
50. Pz. Br.?
17. Pz.
20. Pz.
12. Pz.
19. Pz.
18. m.
1. K.D. (Nr. 4)
Reste 37.
XXI.
Grodno
VIII.
XX.
V.
2 Armee-Stäbe
2–3 Korps-Stäbe
10 Inf. Divn. (dabei 1 m)
1 K.D., 2. Pz. D., 4 Pz. Br.
Nowogrodek
XXXXVII. m.
Tle. 155.
III.
36. K.D.
starker Verkehr in beiden Richtungen
Bobruisk
Mogilew
Tle. 121.
27. K.D.?
Tle. 143.
4. Pz.
3. Pz.
XXIV. m.
VII.
IX.
XII.
XXXXIII.
Versprengte
XIII.
XXXXVI. m.
LIII.
10. Pz.
12. K.D.?
XXVIII.
39.?
1. K.D.
1 mot. Rgt.
Pinsk
Brest
Kobrin
Slonim
Baranowitschi
Sluzk
Gomel
Tschernigow
Dnjepr
123.
45. m.
40.
62.
XV.
XVII.
XIV. m.
LI.
III. m.
14. Pz.
13. Pz.
XXIX.
6.
5.
124.
23. m.
Tle. 108.
Wlodawa
Lublin
Kowel
Korosten
LETTLAND
LITAUEN

Pavlov, who had shifted his Western Front headquarters from Minsk to Mogilev, had only Lieutenant General Pyotr Filatov's 3rd Army and the remnants of Lieutenant General Aleksandr Korobkov's 4th Army available to oppose Hoth and Guderian. Aside from a few units decimated near the border, the two armies controlled several reserve rifle corps, the weak 20th Mechanized Corps at Slutsk, and the pitifully understrength 17th Mechanized Corp at Baranovichi. Pavlov ordered the 4th Airborne Corps to conduct a parachute assault in support of the 20th Mechanized Corps on 26 June, but there were not enough transport planes available and instead it moved to Slutsk overland.

Meanwhile, the retreat of the 3rd and 10th Armies from the rapidly shrinking Bialystok Pocket had descended into utter chaos. With the German 4. and 9. Armees closing in from all sides, and logistics, communications, and command and control in a state of collapse, many units simply disintegrated into small groups of soldiers that headed east as best they could, jostling with each other for space on the few routes which were still open. Most went on foot as breakdowns, fuel shortages, and Luftwaffe attacks immobilized vehicles and clogged the roads with wrecks. However, the energetic Boldin organized the remnants of the 6th and 11th Mechanized Corps into several ad hoc battlegroups – including some heavy tanks – and infiltrated east along forest tracks.

Although it's not readily apparent on the map, there was still a narrow gap at the eastern end of the pocket north of Slonim. Brauchitsch visited Army Group Centre's headquarters on 26 June and congratulated Bock for the nearly complete pocket, but insisted that Guderian detach the 29. Infanterie Division (mot) – which was manning the line of encirclement at Slonim – to 4. Armee. Bock and Guderian, who were determined to push east as rapidly as possible, strongly objected to this order but were overruled. Brauchitsch departed even more convinced that Kluge's 4. Armee headquarters should be interposed between Bock and his impetuous panzer group commanders.

The 29. Infanterie Division (mot) had to repel repeated tank-supported attacks on Slonim from the west and could not halt the flow of Red Army troops slipping through the gap to the north. However, most of those who got away were blissfully unaware that they had merely escaped into an even larger pocket which was about to slam shut 120 miles (200 kilometres) to the east. By the evening of 27 June, Hoth's 12. and 20. Panzer Divisions were practically on Minsk's doorstep, although steel and concrete fortifications of the Minsk Fortified Region on the hills north of the city had temporarily halted their advance. Some bunkers were topped by tank turrets armed with 45mm and 76.2mm guns.

The 7. Panzer Division enjoyed better luck, veering east through an unoccupied sector of the fortifications to cut the Western Front's main supply route – the one-of-a-kind, modern Moscow–Minsk motor highway – northeast of the city on 26 June. It also severed a parallel rail line and shot up several freight trains. In just four days, the division had advanced about 225 miles (360 kilometres) as the crow flies – and considerably further by the routes it actually followed.

Panzergruppe 2 was also making progress, although the XXXXVII Armeekorps (mot)'s attack on Baranovichi met strong enough resistance that, on 26 June, Guderian diverted a battlegroup of the XXIV Armeekorps (mot)'s 4. Panzer Division north to join in the assault. It succeeded, and the 17. Panzer Division raced on to reach Stolpce that evening. Further south, the XXIV Armeekorps (mot)'s 3. Panzer Division captured Slutsk by noon on 26 June.

That afternoon, Bock ordered Guderian to press on to Minsk with the bulk of his forces, while the XXIV Armeekorps (mot) was to seize a bridgehead across the Berezina River at Bobruisk. In effect, the army group commander authorized Guderian to continue doing exactly what he was already doing. The area behind Panzergruppe 2's spearheads was infested with small parties of bypassed Red Army troops who repeatedly ambushed German supply convoys.

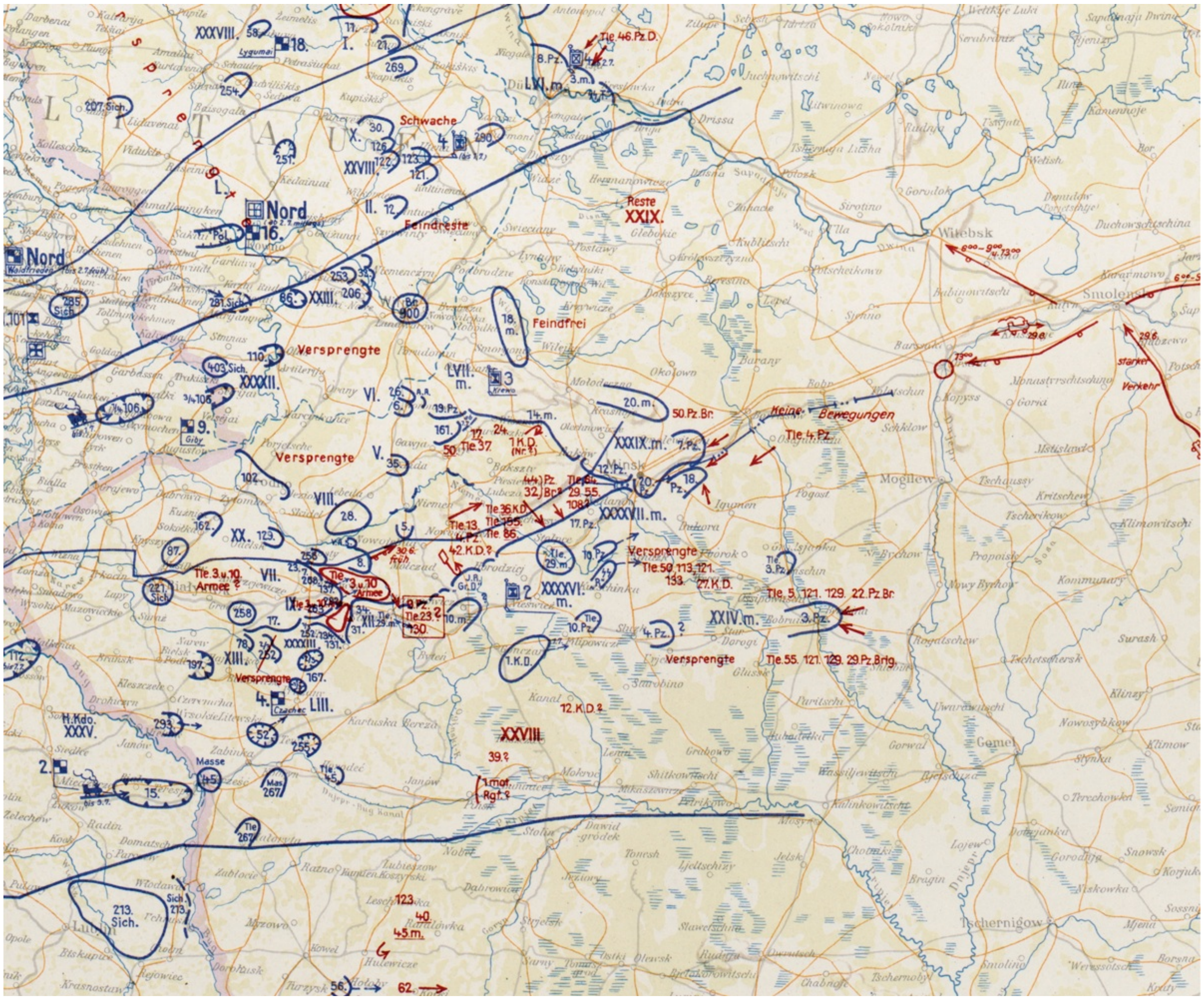
Thus, even as he tried to resist detaching the 29. Infanterie Division (mot), Guderian requested that 4. Armee divert its XII Armeekorps to clear his main supply route. He also wanted Bock to prohibit units of 4. Armee from using the main roads over which his reserve XXXXVI Armeekorps (mot) was moving to the front. Bock demurred because XII Armeekorps' infantry divisions were the closest units available to reinforce the hard-pressed 29. Infanterie Division (mot). He believed it might prove necessary to use the XXXXVI Armeekorps (mot) as well to seal off the Bialystok Pocket once and for all rather than sending it east behind the rest of Panzergruppe 2 as Guderian intended.

In his memoir *Panzer Leader*, Guderian asserted that the 17. Panzer Division reached Minsk's southern outskirts on 27 June and made contact with Hoth's Panzergruppe 3. If so, OKH's operations staff was unaware of it, since that day's Lage Ost map shows the 17. Panzer Division still at Stolpce. It's possible that OKH simply could not keep track of where the fast-moving panzer spearheads were.

Luftwaffe reconnaissance had spotted a massive arms depot (*Nachschlubslager*) near Orsha which contained 2,350 tanks. This was a shocking figure given that the Heer began the invasion with only about 3,300 tanks.

ARMY GROUP CENTRE

30 JUNE


Nord
Versprengte
Schwache
Feindreste
Reste XXIX.
Feindfrei
Keine Bewegungen
Tle. 4. Pz.
Tle. 46. Pz. D.
XXXIX. m.
XXXXVII. m.
XXIV. m.
XXXXVI. m.
LVII. m.
LVI. m.
XXVIII
Minsk
Witebsk
Smolensk
Mogilew
Gomel
Tschernigow
Lublin
Drissa
Orscha

Hoth's 20. Panzer Division took Minsk on 28 June, forging a solid link with Panzergruppe 2 and closing a vast encirclement which contained the entire 3rd and 10th Armies, and most of the 13th Army. The 4. and 9. Armees cut the encirclement in two that same day when their infantry linked up some distance east of Bialystok – which was already in German hands. They eradicated the western pocket by 30 June, although some Red Army troops remained at large and *versprengte* ('scattered') Soviet units still haunted the

Hajnowka Forest. The 78. Infanterie Division killed 600 Soviet troops and captured 1,100 in a two-day sweep through the forest, but lost 114 men killed and 125 wounded.

The 4. and 9. Armies had also sliced off another sub-pocket further east, but the gap north of Slonim remained open. Fighting in this area was intense as Soviet troops desperately fled the trap. They repeatedly penetrated the overly wide sector held by the 29. Infanterie Division (mot) and cut off some of its sub-units. Bock sent a battlegroup of 10. Panzer Division to backstop the 29. Infanterie Division (mot), but its Schutzen Regiment 71 was still driven back on the night of 29–30 June, allowing large numbers Soviet troops to make their escape.

Those who made it through the bottleneck were now inside the much larger Minsk Pocket. The German lines of encirclement around it were still porous, especially in the exceedingly broad sectors screened by the 14. Infanterie Division (mot) and 17. Panzer Division. Both faced the primordial Naliboka Forest west of Minsk, whose dense woods and swamps were exceedingly difficult to seal off. Troops of the 13th Army were already trying to escape through the forest, and Kluge feared that many survivors of the 3rd and 10th Armies would follow suit.

Guderian and Hoth had no intention of establishing a solid cordon around the Naliboka Forest, and the former was fixated on an entirely different set of priorities. Having heard rumours about his panzer group being placed under Kluge's command, Guderian took the extraordinarily insubordinate step of sending a liaison officer directly to OKH to protest. This gross breach of the chain of command was accompanied by Guderian's threat to resign his command if the reorganization took place. Needless to say, he never carried through on this threat after his high-handed protest failed to change minds at OKH.

The XXIV Armeekorps (mot)'s 3. Panzer Division took Bobruisk on 28 June, but had to fend off heavy armoured counterattacks. Guderian was anxious to get his entire force moving east towards the Dnieper – and beyond. Thus, although 'battles continued along the entire front of my Panzer Group', he wished to leave only minimal forces to guard the lines of encirclement and dismissed evidence that there were masses of Soviet troops planning to break out of the Naliboka Forest. On 30 June, Guderian flew over it on his way to visit Hoth's headquarters so they could coordinate a drive towards Borisov. Along the way, he 'gained the impression that there were no considerable enemy forces in the forest and that there was, therefore, no danger from this quarter'. This was sheer nonsense, since no one flying over dense tree cover could possibly tell how many Red Army troops were concealed underneath.

As the map clearly shows, multiple breakout attempts from the Naliboka Forest continued on 30 June – the same day as Guderian's cursory aerial reconnaissance. Some Red Army troops escaped through the overstretched German lines, and many more quietly slipped through them. German panzer and motorized divisions were strong in firepower and mobility, but weak in infantry. Moreover, the panzer divisions had already lost many tanks – mostly to breakdowns during their breakneck advance over poor roads. By 30 June, the 7. Panzer Division was missing about half of its Panzer IIs and Panzer 38(t)s, and had just 25 Panzer IVs left. The division had to temporarily deactivate one panzer battalion so the other two could regain their combat effectiveness.

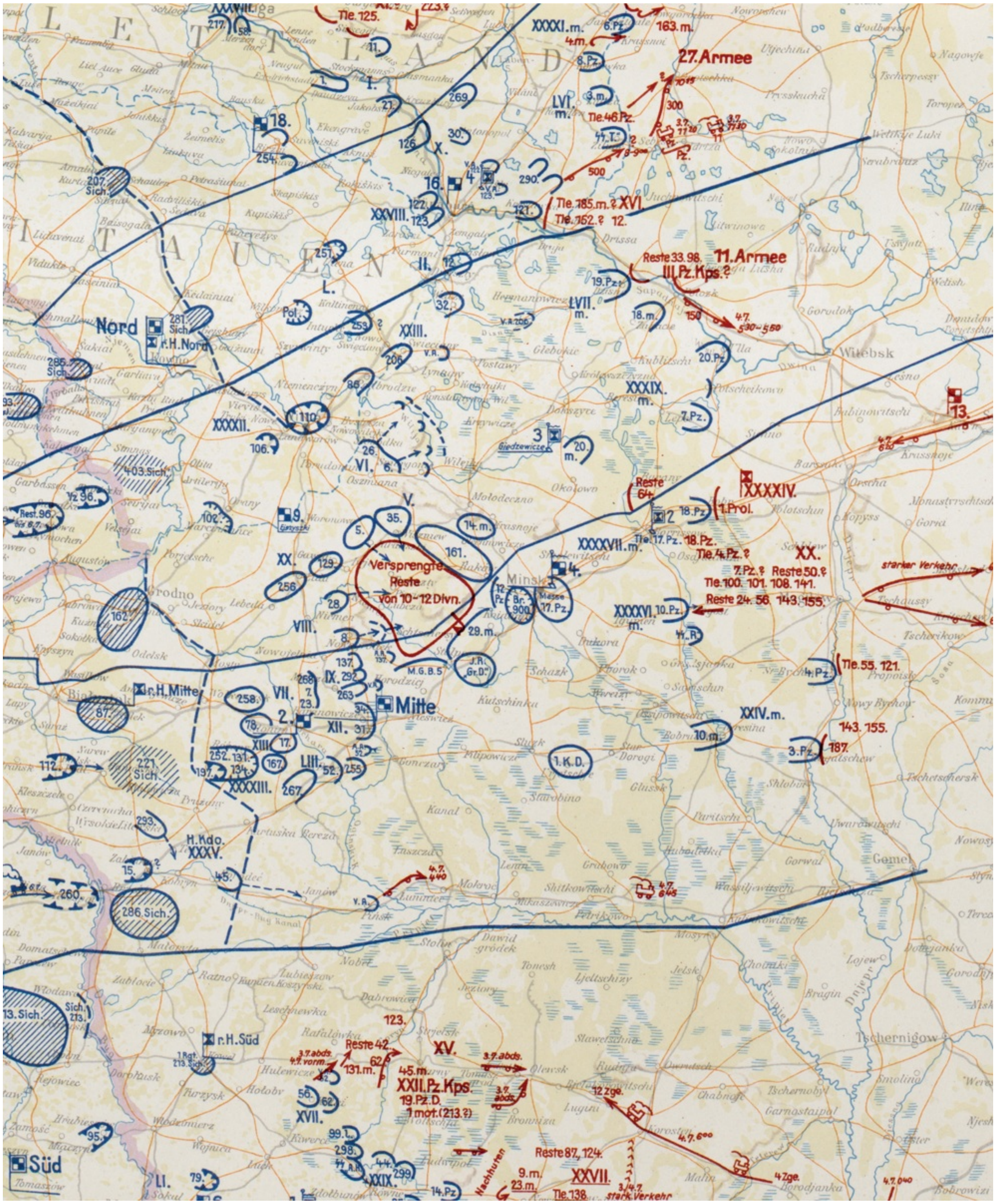
Stalin decided to replace the hapless Pavlov, who was giving way to despair as the Germans hacked his Western Front to pieces with breathtaking speed. The man chosen to replace him was Lieutenant General Andrei Eremenko, who had been summoned back from the Far East on 19 June, but needed nine days to make the nearly 5,000-mile (8,000-kilometre) trip. When he arrived at Stavka, 'I could hardly believe my eyes when Timoshenko showed me on the map how much territory we had already lost.' The following day, Eremenko relieved Pavlov and became the Western Front's acting commander. Stalin had Pavlov executed in late July for alleged 'criminal behaviour in the face of the enemy', but it's hard to see how any other Red Army commander could have done much better under the circumstances.

The siege of Brest ended on 30 June, a day after the Luftwaffe pounded the last organized defenders with 4,000-pound bombs. The 45. Infanterie Division took 7,000 prisoners, but had lost 482 men killed and over 1,000 wounded. Some die-hard Soviet troops held out in the ruins until late July.

Hitler, Halder, and Brauchitsch met at OKH on 30 June. The Führer was considering sending Panzergruppe 3 to reinforce Army Group North, as planned. However, upbeat reports about Army Group North’s progress from the other attendees evidently caused him to vacillate, since no decision was made.

ARMY GROUP CENTRE

4 JULY


27.Armee
11.Armee
Reste 33. 98.
III.Pz.Kps.?
XXXXI.m.
LVI. m.
XVI.
Tle.185.m.?
Tle.152.?
LVII. m.
XXXIX. m.
XXXXIV.
XX.
XXXXVII.m.
XXXXVI. m.
XXIV.m.
1.Prol.
Versprengte Reste von 10-12 Divn.
Nord
H.Gr.Nord
Mitte
H.Gr.Mitte
Süd
H.Gr.Süd
XXII.Pz.Kps.
XV.
XXVII.
starker Verkehr
Minsk
Witebsk
Gomel
Tschernigow
Grodno
Orscha

By 1 July, the Western Front had only 4th and 13th Armies with eight battered rifle divisions, the feeble 20th Mechanized Corps, and 120 tanks left outside the pockets. Eremenko ordered them to begin a general retreat behind the Berezina River on the night of 2–3 July. He had already ordered the still assembling 7th Mechanized Corps to send its 1st Moscow Motorized Rifle Division to occupy a 30-mile-wide (50-kilometre) sector of the Berezina's eastern bank centred on Borisov – where the Moscow–Minsk highway crossed the river. Before it could arrive, the 4. Panzer Division grabbed another bridgehead over the Berezina on 1 July, and the 18. Panzer Division captured Borisov on 2 July. Guderian had breached Eremenko's intended new defensive line in multiple places before Soviet troops even began to occupy it.

The map does not depict the 4th and 13th Armies, which were trying to slip back through the wide gaps between the panzer thrusts, first over the Berezina and then on to the Dnieper. Many of their troops would make it – albeit without most of their vehicles and heavy weapons.

Timoshenko became the Western Front's commander on 2 July, although Eremenko stayed on as his deputy. Timoshenko was one of the Red Army's most senior and respected officers, had Stalin's trust, and, since he remained Stavka's chairman, could cut through red tape to ensure that the Western Front got whatever reinforcements and equipment it needed.

It was going to need them badly, since the destruction of the 3rd and 10th Armies – and much of the 13th Army – was almost complete. The last holdouts in the Bialystok Pocket surrendered on 3 July, and the Germans were rapidly compressing the Minsk Pocket. The spoils would ultimately total over 300,000 Red Army troops killed, captured or missing; and 4,800 tanks, 9,400 mortars and artillery pieces, and 1,600 planes. A captured Soviet corps commander estimated that the pockets contained 15–20 divisions, while Army Group North reported '12–15 divisions completely wiped out', and Soviet forces opposing Army Group South seemed to be falling back in disarray. Halder was ecstatic at this news – much of which was false. On 3 July, he wrote in his diary:

> [I]t may be said even now that the objective to shatter the bulk of the Russian Army this side of the Dvina and Dnieper has been accomplished. I do not doubt the statement of the captured Russian corps CG [commanding general] that, east of the Dvina and Dnieper, we should encounter nothing more than partial forces, not strong enough to hinder realization of German operational plans. It is thus probably no overstatement to say that the Russian Campaign has been won in the space of two weeks.

The next day, Hitler said, 'I constantly try to put myself in the position of the enemy. He has practically already lost this war.'

Hoth also thought that the Soviets would be incapable of building a new defensive line behind the Dvina and sent his divisions towards it on a wide front to take advantage of multiple roads. He later admitted that 'the consequences of an inaccurate assessment of the enemy became readily apparent' before too long. 9. Armee had to use most of its forces to replace Hoth's mobile divisions in the Minsk encirclement, leaving a gap on Army Group Centre's left wing. Overextended Army Group North had to fill it by diverting its XXIII Armeekorps southward across the inter-army group boundary.

Two suspiciously simultaneous 'mishaps' – both supposedly caused by late arriving orders – led to elements of Guderian's 17. Panzer Division and one of Hoth's divisions leaving the lines of encirclement on 2 July. Kluge believed that they had conspired to circumvent his orders that both divisions remain in place, and considered court-martialing them. Thus, relations between the three men were poisonous when Kluge's 4. Armee headquarters took control of the two panzer groups on 3 July – forming the short-lived 4. Panzerarmee. The 2. Armee's headquarters – newly arrived from OKH's reserves – assumed command of all but two of 4. Armee's former infantry corps.

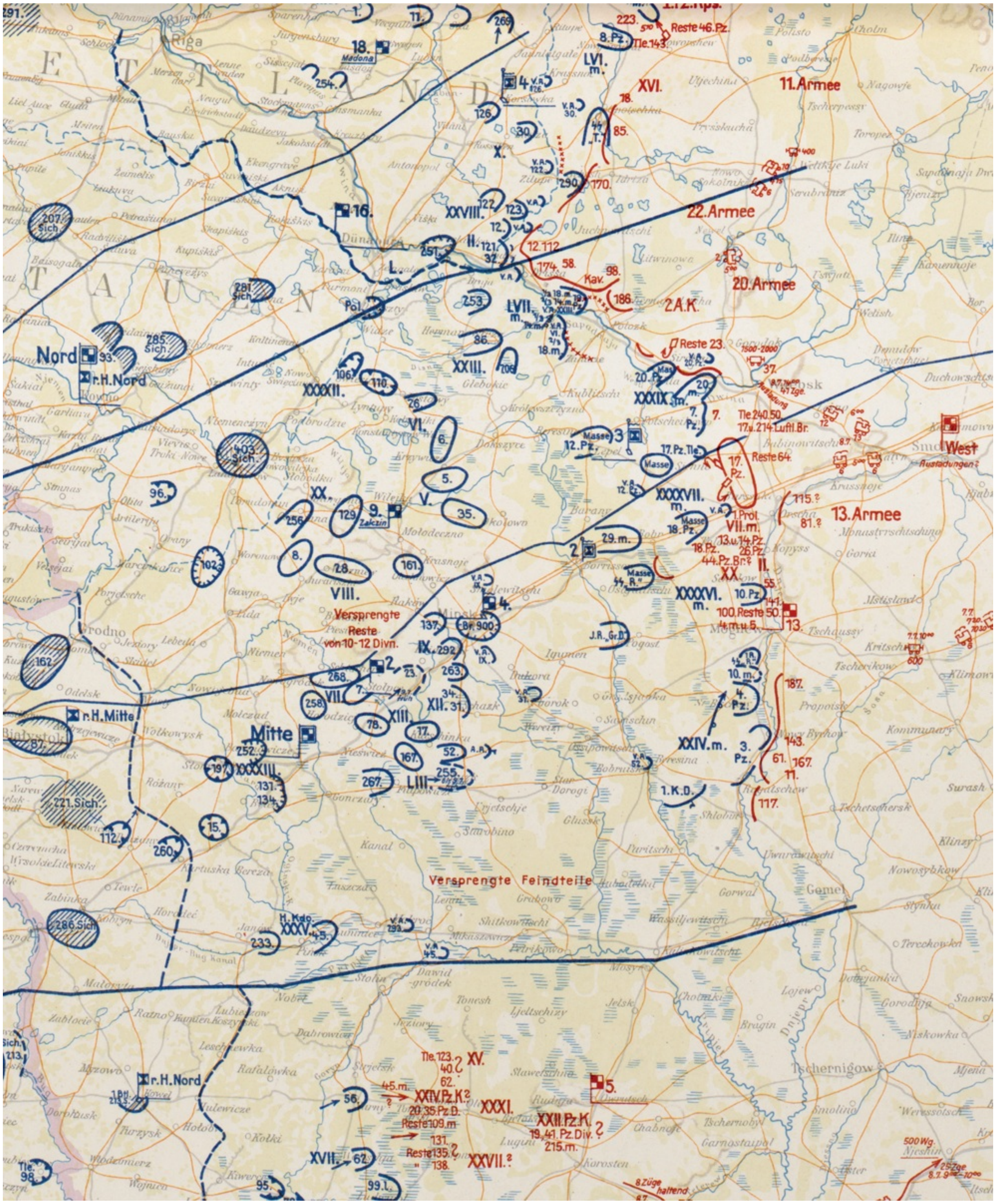
Neither Hoth nor Guderian paid much attention to Kluge, whose new command was splitting in two even as he took command of it. By 3 July, the two panzer groups were already moving rapidly away from each other at a 45-degree angle. In retrospect, Hoth concluded that he and Guderian had both erred by scattering their forces and failing to concentrate against the key Smolensk Land Bridge. Nonetheless, by 4 July Hoth had established a bridgehead across the Dvina, and Guderian's 3. Panzer Division seized one over the Dnieper at Rogachev.

Yet, that same day, the 1st Moscow Motorized Rifle Division – shown on the map as the '1.Prol' or 1st Proletarian Division – counterattacked the 18. Panzer Division east of Borisov. Its tank complement (which had been 372 – including ten KVs – on 22 June) was strengthened with about 30 T-34s from training schools. The 18. Panzer Division was surprised that the Soviets still had any big armoured formations left and was stunned by the heavy tanks –

which it had not previously encountered. Yet, the attack was poorly coordinated, and the Germans easily destroyed isolated companies and platoons of light tanks that drove down the Moscow–Minsk highway one after another. The few KVs and T-34s which penetrated the 18. Panzer Division's defences were knocked out by heavy artillery and 88mm flak.

ARMY GROUP CENTRE

8 JULY



In May, Stavka had begun forming seven reserve armies. On 25 June, it established the Reserve Army Group and started arraying the 22nd, 19th, 20th, and 21st Armies in an arc from Nevel to Chernigov behind the Dvina and Dnieper. The group also included the 16th Army, which had shifted to Smolensk from the Southwestern Front. The 24th and 28th Armies dug in 100–150 miles (160–230 kilometres) further east. From now through early October, there would always be a phalanx of reserve armies behind the front blocking the road to Moscow. As soon as it committed one set to battle, Stavka would assemble another.

Although the Reserve Army Group was intended to launch a strategic counteroffensive, Stavka had to transfer the 19th, 20th, 21st, and 22nd Armies – including four more mechanized corps – to prop up the Western Front on 1 July. Four days later, the 22nd Army halted Hoth's advance at the Dvina, and the 20th Army's 5th and 7th Mechanized Corps began massing against his right flank. They had at least 1,100 tanks – including 37 KVs and 69 T-34s – while half of Hoth's 800 tanks had already been destroyed or broken down. Things were no better in Guderian's panzer group, and tank losses in the 18. Panzer Division were especially heavy due to continuing battles against the 1st Motorized Rifle Division.

What the Germans called the battle of Senno, and the Soviets the Borisov–Lepel offensive operation, began on 6 July. The 7th Mechanized Corps pushed the 7. Panzer Division out of Senno, but lost 103 tanks – many to six rare, halftrack-mounted 88mm antitank guns. Out of fuel, the 7th Mechanized Corps sat idle on 7 July while the 5th Mechanized Corps attacked. It too gained some ground but lost a great deal of its armour. Both mechanized corps were in action on 8 July, but Guderian's 17. Panzer Division intervened and fell on the 5th Mechanized Corps' flank. Soviet tank casualties mounted alarmingly, and the 7. Panzer Division retook Senno.

There were many reasons why Soviet armour attacks almost invariably failed in 1941. Commanders were inexperienced due to Stalin's purges, armour–infantry coordination was almost nonexistent, training and maintenance were poor, and fuel and ammunition were short. Many tanks were abandoned because they broke down, ran out of fuel, or bogged down in un-reconnoitred fords and marshes. Obsolete light tanks which were 'easy meat' for German tanks and antitank guns accounted for the bulk of the Red Army's armour. Finally, most Soviet tanks – including early model T-34s – lacked radios, and their commanders had to do double duty as gunners. Their 'situational awareness' was thus much less than that of German tank commanders – who usually fought with their heads exposed – and they could not coordinate the movement of multiple tanks except in columnar formations that limited firepower and served up targets one at a time.

Hoth decided to outflank the concentration of Soviet armour near Lepel by attacking across the Dvina towards Vitebsk. On 7 July, dismounted infantry of the 20. Panzer Division seized a bridgehead across the river east of a foothold that the 20. Infanterie Division (mot) had already established at Ula. Engineers built a pontoon bridge overnight, and the division's tanks crossed over on the morning of 8 July. However, by then Soviet reinforcements had arrived and resisted fiercely.

Another battle was raging on Guderian's southern wing, where a gap hundreds of miles wide loomed between his forces and Army Group South. The Western Front's new 21st Army exploited this opening by crossing the Dnieper near Zhlobin on 6 July and falling on the flank of the XXIV Armeekorps (mot), which had to divert the 1. Kavallerie Division and the 10. Infanterie Division (mot) to deal with the crisis.

Guderian remained fixated on crossing the Dnieper and reaching Smolensk, which had been both his and Hoth's ultimate objective since the invasion began. On 7 July, 'I therefore ordered that the battles on either flank – at Shlobin and Senno – be broken off, and that the commanders responsible be satisfied with keeping the enemy there under observation.' Intending to attack across the Dnieper on 10 July, he ordered the XXXXVII Armeekorps (mot) to concentrate its divisions along the river south of Orsha, leaving just a single battalion north of the Moscow–Minsk highway. Meanwhile, the XXIV Armeekorps (mot) massed northward near Stary Bykhov.

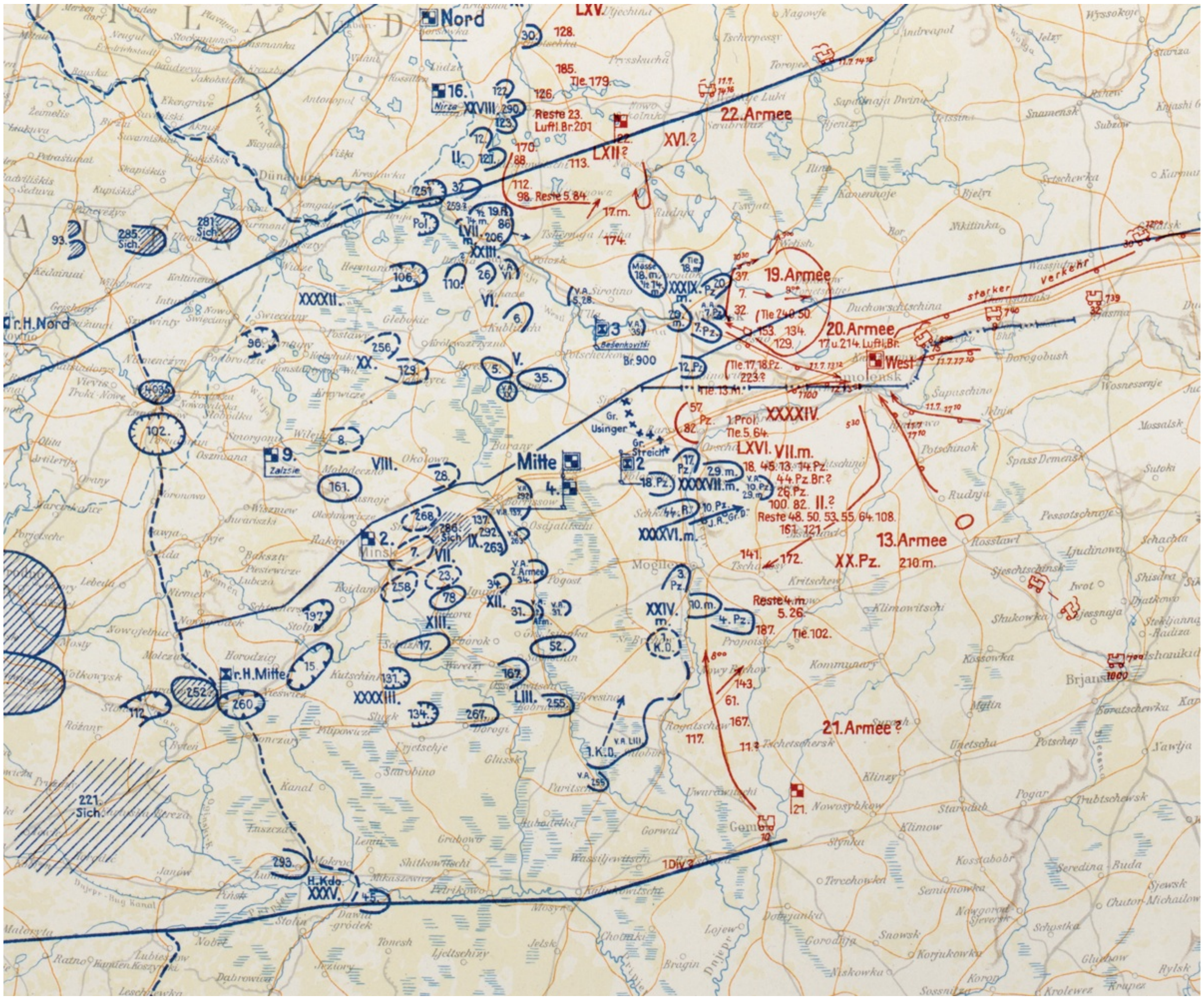
Hoth was not thrilled by Guderian's redeployments, which left him 'holding the bag' around Lepel – where Soviet resistance was strongest – and effectively split the 4. Panzerarmee in two. In his postwar memoir *Panzer Operations*, he argued that both panzer groups should have united to break through the Smolensk Land Bridge, then fallen on the flank of the Soviet armies defending the Dnieper.

Hitler, Halder, and Brauchitsch met again on 8 July. Despite the counterattacks at Senno and Zhlobin and the escape of about a third of the 29

Soviet rifle divisions pocketed near Minsk – and a number of talented commanders like Belov – the mood was upbeat. An intelligence briefing asserted that the Red Army was incapable of maintaining a continuous front and had nearly depleted its reserves. Assuming that the centre of the Soviet front would be shattered for good once Smolensk fell, Hitler intended to send Guderian down to support Army Group South. Hoth would either shift up to bolster Army Group North – though that increasingly seemed unnecessary – or head straight for Moscow.

ARMY GROUP CENTRE

12 JULY


H.Gr. Nord
Nord
Mitte
H.Gr. Mitte
19. Armee
20. Armee
22. Armee
13. Armee
21. Armee ?
West
XVI. ?
LXII ?
LXV.
XXXIV.
LXVI.
VII. m.
XX. Pz.
Molodeczno
Minsk
Smolensk
Dorogobush
Brjansk
Rogatschew
Mogilew
Witebsk
Polozk
Pinsk
Slutsk
Bobruisk
Orscha
Jelnja
Roslawl
Kritschew
Tschetschersk
Gomel
Nowosybkow
Nevel
Toropez
Welikije Luki
Duchowschtschina
starker Verkehr

The Reserve Army Group ceased to exist when it transferred its armies to the Western Front. However, Stavka ordered the establishment of the Reserve Armies Front with the existing 24th and 28th Armies and the still assembling 29th, 30th, 31st, and 32nd Armies. Tank losses were harder to replace and had reached alarming proportions. By the time that the Lepel counterstroke ended on 10 July, the 5th and 7th Mechanized Corps had lost 832 tanks.

Hoth was not pleased that the 12. Panzer Division had to replace Guderian's departing 17. Panzer Division near Senno instead of joining his own offensive across the Dvina. Nonetheless, the 20. Panzer Division advanced rapidly and captured Vitebsk on 10 July. General Ivan S. Konev's 19th Army, which Timoshenko had ordered to Vitebsk on 8 July, counterattacked literally as it detrained.

Hoth's breakthrough shattered the link between the 22nd and 20th Armies just as 9. Armee's infantry divisions began reaching the Dvina. Now was the optimal moment for Hitler to send Panzergruppe 3 to reinforce Army Group North, whose commander, Field Marshal Wilhelm von Leeb, wanted Hoth to fall on the 22nd Army from behind while his own 16. Armee hit it frontally. After destroying it, they could repeat the process with the 11th and 27th Armies, which were facing west in the Stalin Line. Yet, Hitler deferred the decision until after Smolensk fell, since he increasingly believed that Army Group North could take Leningrad without reinforcement. Hoth therefore turned most of his forces east against the 19th and 20th Armies. Yet, as a compromise, his LVII Armeekorps (mot) would join the attack on the 22nd Army.

Field Marshal Bock was concerned about the dispersion of his mobile forces and argued 'a fist has to be made somewhere'. On 9 July, he directed Kluge to divert Guderian's XXXXVI Armeekorps (mot) north to exploit Hoth's breakthrough towards Vitebsk. Kluge favoured such a move since he wanted to re-establish a firm link between the two panzer groups and have Guderian mark time until the 2. Armee's infantry divisions arrived to lead the assault across the Dnieper. Yet, as historian David Stahel put it, 'Guderian … remained a law unto himself' and fiercely contested Kluge's orders. In a heated argument on 9 July, he speciously claimed that it was too late and risky to cancel his attack scheduled to start the following day, and insisted – with real conviction – that it would be 'decisive for the outcome of the campaign this year'. Kluge finally caved in but complained, 'Your operations always hang by a thread!'

Hoping to encounter weaker resistance, Guderian bypassed the strongly defended cities of Orsha and Mogilev, and chose less optimal places to cross the Dnieper. His offensive commenced on 10 July.

- XXXXVII Armeekorps (mot): Tasked with capturing Smolensk. The 29. Infanterie Division (mot) seized a bridgehead at Kopys with little difficulty. However, the 17. Panzer Division crossing just southwest of Orsha met such strong resistance that it withdrew back over the river and moved south to pass through the Kopys bridgehead. By the end of 12 July, all three of the corps' divisions were across the Dnieper.
- XXXXVI Armeekorps (mot): Tasked with capturing Elnya, a road junction town in the high ground at the headwaters of the Desna River. Taking it would be an important step on the road to Moscow. The corps crossed the Dnieper without much trouble at Shklov, and the 10. Panzer Division and SS Infanterie Division (mot) Das Reich sped east while the Grossdeutschland Regiment screened the corps' right flank against the Soviet garrison in Mogilev.
- XXIV Armeekorps (mot): Tasked with covering Panzergruppe 2's southern flank along the Sozh River. Its crossing at Stary Bykhov went well, and the 4. Panzer Division and 10. Infanterie Division (mot) headed for the Sozh, while the 3. Panzer Division screened the corps' left flank.

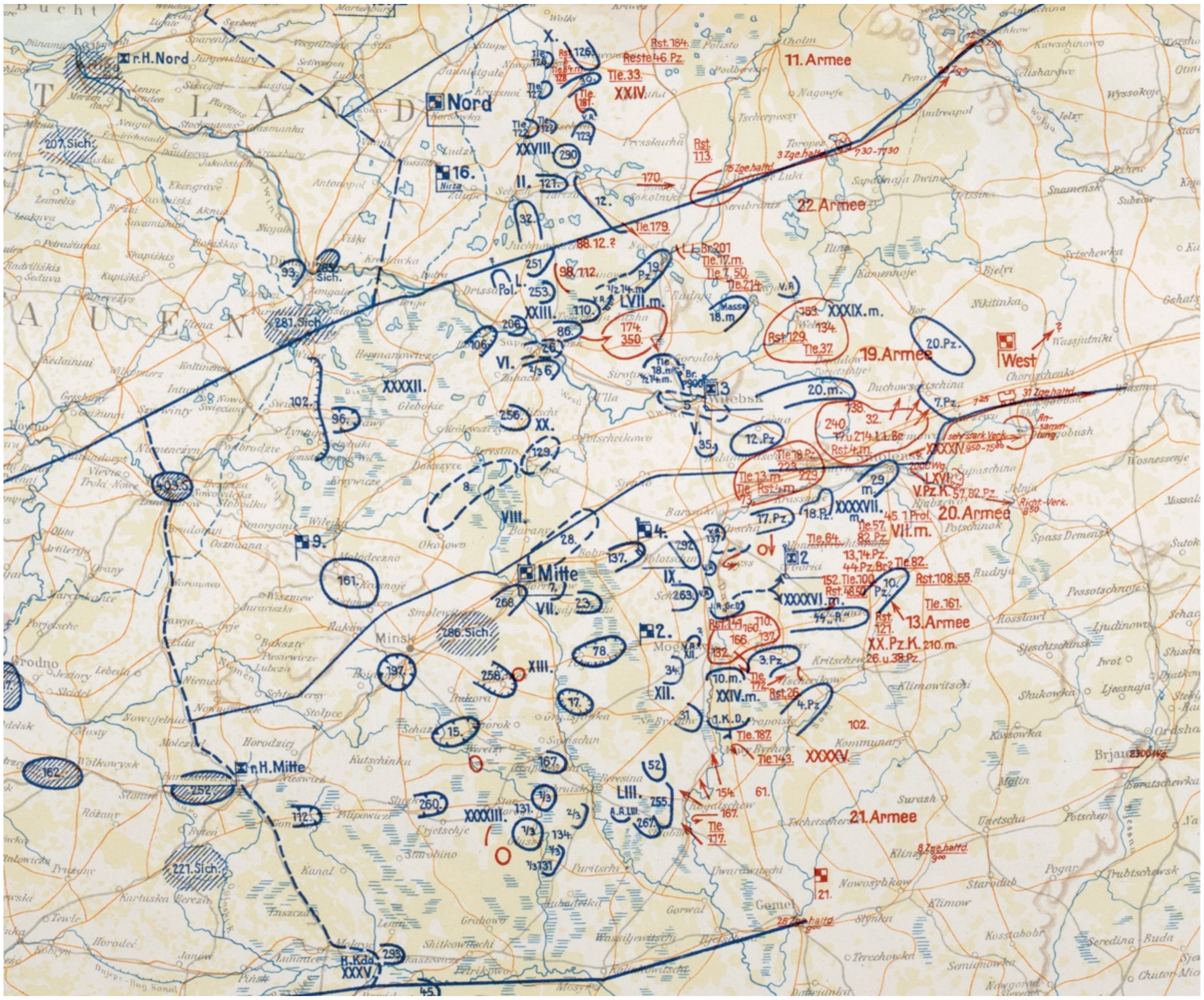
The 13th Army's commander, Filatov, had died in a Luftwaffe strafing attack on 8 July, and Lieutenant General Fyodor N. Remizov took his place. The army defended Mogilev with great skill and determination. A company of the 3. Panzer Division lost 11 of 13 tanks in a disastrous attack on a military training camp near the city, where it ran into a minefield and came under heavy artillery and antitank fire.

On 12 July, Stavka ordered the Western Front to counterattack along its entire front the following day. From north to south it had the 22nd, 19th, 20th, 13th, 4th, and 21st Armies. Several of these formations were relatively fresh, but it was absurd to order the severely weakened 4th and 13th Armies to turn around and defeat the German motorized corps which were pursuing them in full cry.

On 10 July, the Stavka of the High Command morphed into the Stavka of the Supreme Commander with Stalin – rather than Timoshenko – at its head. Stalin also established new 'direction' commanders to improve coordination between multiple fronts. The Northwestern Strategic Direction, commanded by Marshal Klement Voroshilov, controlled the Northern and Northwestern Fronts, and the Baltic Fleet. Timoshenko headed the Western Direction, which then included only the Western Front, but would soon spawn several others. Finally, Marshal Budenny headed the Southwestern Strategic Direction, which oversaw the Southern and Southwestern Fronts, and the Black Sea Fleet.

ARMY GROUP CENTRE

16 JULY


r.H.Nord
Nord
16.
X.
XXIV.
XXVIII.
II.
11. Armee
22. Armee
19. Armee
20. Armee
13. Armee
21. Armee
West
LVII.m.
XXXIX.m.
XXIII.
VI.
XXXXII.
XX.
VIII.
V.
3
9.
4.
Mitte
IX.
VII.
XXXXVI.m.
XXXXVII.m.
XX.Pz.K.
2.
XIII.
XII.
XXIV.m.
XXXXV.
XXXXIII.
LIII.
Minsk
Gomel
r.H.Mitte
H.Kdo XXXV.
207.Sich.
281.Sich.
286.Sich.
221.Sich.

The Western Front's counterattacks generally accomplished little. The 16th, 19th, 20th, and 22nd Armies struck back at Hoth as best they could, but the cost was high and their gains inconsequential. The weak 4th Army had barely started refitting behind the Sozh, and most of the 13th Army was encircled in Mogilev. Its commander, General Remizov, was wounded on 12 July, and his successor, Lieutenant General Vasily F. Gerasimenko, ordered the 20th and

48th Rifle Corps to break out on the night of 16 July. The 61st Rifle Corps and 20th Mechanized Corps remained behind to defend the city to the end.

On the other hand, the 21st Army's counterattack made a definite impression on the Germans. The 63rd Rifle Corps retook Zhlobin and Rogachev on 13 July and pushed the 2. Armee's LIII Armeekorps back 5–6 miles (8–10 kilometres). Further south, a division of the 66th Rifle Corps advanced into a virtually undefended area, and three cavalry divisions raided 50 miles (80 kilometres) towards Bobruisk over the next few days. This operation had outsized strategic consequences since it fueled Hitler's anxiety about Bock's wide open southern flank. Guderian recalled that 13 July 'was the date on which the OKH first thought of swinging Panzergruppe 2 in a south or south-westerly direction'.

This was apparent in guidance that Halder passed to Bock on 13 July, which called for two of Army Group Centre's five motorized corps to operate on its flanks.

- After taking Nevel, Hoth's LVII Armeekorps (mot) would cooperate with Army Group North's 16. Armee in an attack on Velikye Luki.
- Guderian's XXIV Armeekorps (mot) would help the 2. Armee restore the situation at Zhlobin and Rogachev, and prepare to attack south towards Gomel.

Bock argued strongly against this guidance since he wanted to launch a concerted drive to the east. Having circumvented OKH's wishes in the past, he hoped to do so again. Guderian would support him, of course, but the 2. Armee's commander, General Maximilian von Weichs, favoured a turn south.

By 13 July, Hoth's XXXIX Armeekorps (mot) had shattered the 19th Army – and nearly captured Konev and Eremenko. The next day, the LVII Armeekorps (mot)'s 19. Panzer Division advanced rapidly on Nevel. Hoth, who was disappointed that he had advanced only 180 miles (300 kilometres) from 2 to 13 July, saw an opportunity to strike for Toropets and Rzhev. That would tear a huge gap between the Western and Northwestern Strategic Directions, and open a new axis of attack towards Moscow, but Hoth was too weak to do it alone and Guderian was fully committed east of the Dnieper.

The supplies necessary to seize this opportunity also were not available. OKH had no tyres left to issue to the eastern armies on 10 July, although the atrocious roads wore them out very rapidly. Other supplies could not reach the front in sufficient quantities because only five to six trains were reaching Minsk a day instead of the 11 required. Anyway, the city was still over 155 miles (250 kilometres) from Vitebsk, and Rzhev was another 180 miles (300 kilometres) beyond that. As it was, the 20. Panzer Division encountered fuel shortages for the first time as it tried to advance on Belyi – about 60 miles (100 kilometres) southwest of Rzhev. A major offensive towards Moscow – about 435 miles (700 kilometres) east of Minsk – was simply impossible at this time. Brauchitsch advised Bock that 'a continued advance by the entire body of infantry is no longer possible for reasons of supply. We will have to make do with a sort of "expeditionary corps", which together with tanks will have to fulfill far-reaching missions.'

Hoth wheeled the XXXIX Armeekorps (mot) rightward to envelop the 16th, 19th, and 20th Armies, and the 7. Panzer Division cut the Moscow–Minsk highway near Yartsevo on 15 July. The LVII Armeekorps (mot) took Nevel on 16 July, but its 19. Panzer Division and 14. Infanterie Division (mot) were both considerably understrength, having lost 3,585 men by 13 July.

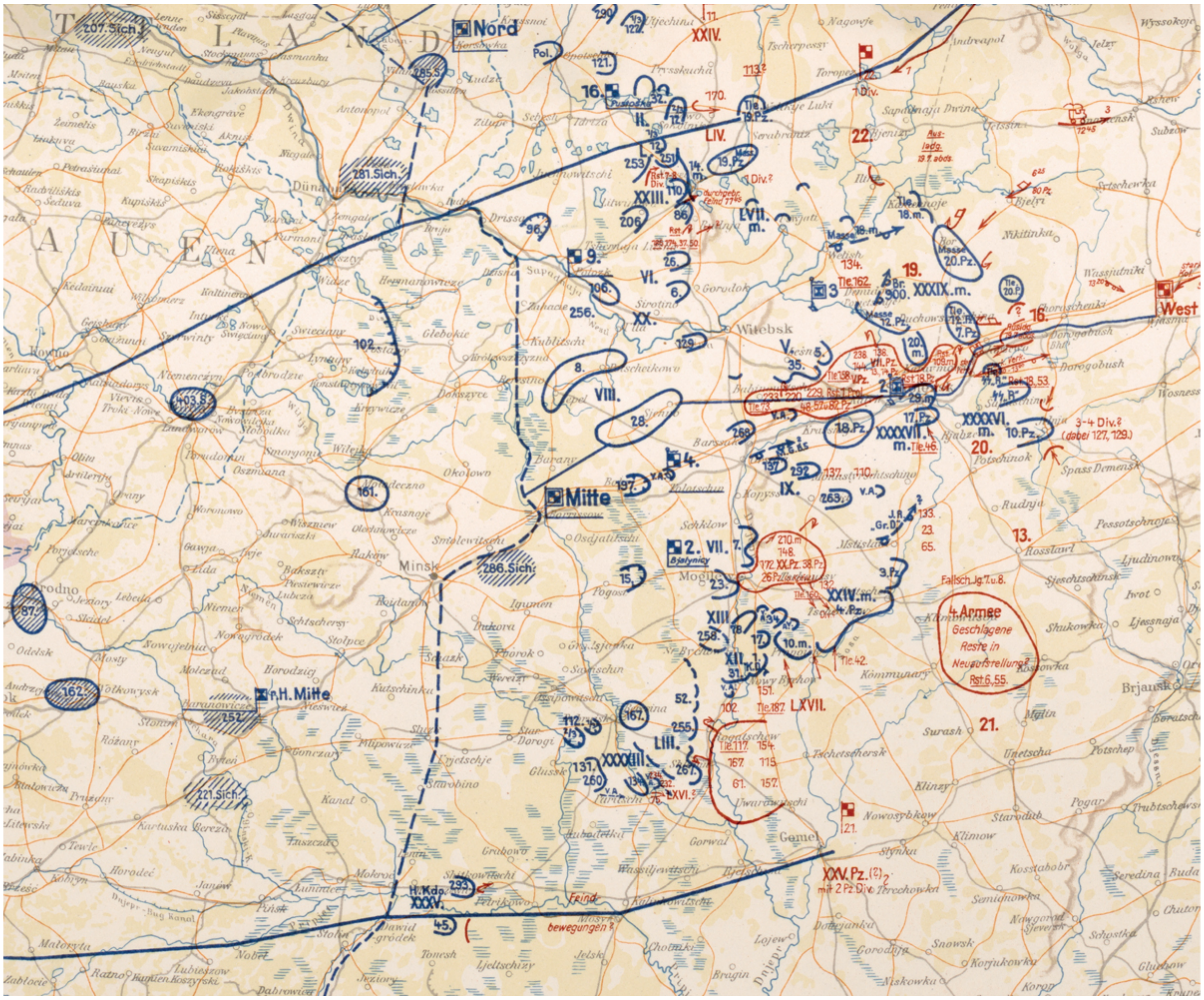
The 29. Infanterie Division (mot), heavily reinforced with StG IIIs and flame-throwing Panzer IIs, advanced rapidly on Smolensk. It captured the southern half of the city by *coup de main* on 15 July and crossed over the Dnieper into the northern half at 0400 the next day. There it encountered stronger resistance from the newly arrived 129th Rifle Division, which clung to the city's outskirts for several days.

Meanwhile, the XXXXVI Armeekorps (mot)'s rapidly advancing 10. Panzer Division was just over 30 miles (50 kilometres) from Elnya on the evening of 16 July. Further south, the XXIV Armeekorps (mot)'s advance was interrupted by the 21st and 4th Armies attacking from the south and east, and 13th Army's forces breaking out from the Mogilev Pocket to the north.

On 15 July, Stavka Directive No. 1 ordered the disbandment of infantry and mechanized corps. Due to Stalin's purges, there were not enough qualified generals left to command so many high-level headquarters. Instead, Stavka began forming smaller armies of five to six divisions led by the few capable generals available. For the same reason, it shrank existing rifle, cavalry, and tank divisions, and began forming dozens of rifle brigades and light cavalry divisions that were roughly half the size. Motorized rifle divisions became regular rifle divisions, and most of the surviving tank divisions devolved into tank brigades as their strength shrank. Stavka also formed dozens of new tank brigades from scratch.

ARMY GROUP CENTRE

20 JULY


Nord
Mitte
West
r.H. Mitte
4.Armee Geschlagene Reste in Neuaufstellung
Feind bewegungen
Minsk
Witebsk
Gomel
Mogilew
Brjansk
XXIV.
XXXIX.m.
XXXXVI.
XXXXVII.
LVII.
LIII.
XXIV.m.
4.Pz.
17.Pz.
18.Pz.
19.Pz.
20.Pz.
XXV.Pz.
22.
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16.
20.
13.
21.

The operations on Army Group Centre's flanks did not go smoothly. The LVII Armeekorps (mot) proved a disappointment to Army Group North and Field Marshal Kluge. Instead of helping to destroy either the 22nd Army's right or left wing, the 19. Panzer Division sped north to Velikye Luki – which lay inside Army Group North's sector – and captured it by 19 July. That left only the 14. Infanterie Division (mot) to close the encirclement west of Nevel and it proved too weak for the task. Thousands of Red Army troops broke out through its overextended lines on the night of 19–20 July.

Kluge angrily ordered the 19. Panzer Division to abandon Velikye Luki and fall back to Nevel, although it was already too late to catch the fleeing Soviets. Stavka immediately began reinforcing the 22nd Army and feeding replacements into units which had escaped the loose encirclements on either side of Nevel. Velikye Luki soon became a strong bastion wedged between Army Groups North and Centre.

Bock resisted launching an attack on his southern flank and was aided by the fact that the XXIV Armeekorps (mot) remained tied down in heavy battles along and above the Sozh. Weichs, fearing that his right wing might cave in, was anxious to strike south. Bock dismissed these concerns and described the attacking Soviet units as 'scraped together elements'. This was certainly not true of the 21st Army, which included the relatively fresh 25th Mechanized Corps.

The Smolensk encirclement also ran into trouble. In the north, Hoth's 7. and 20. Panzer Divisions saw little combat as they took position along the western bank of the Vop River on 17–18 July. However, poorly coordinated attacks began targeting both panzer divisions on 19 July. These were the work of Group Yartsevo/Group Rokossovsky – named after its commander, Lieutenant General Konstantin K. Rokossovsky. Stavka had given him the mission of preventing a linkup of Panzergruppen 2 and 3 east of Smolensk, and opening an escape hatch at Yartsevo for the 16th, 19th, and 20th Armies. All that Rokossovsky had at first were random sub-units that he corralled as they fled from the Smolensk Pocket, but substantial reinforcements were on their way.

On the southern wing of the encirclement, the XXXXVI Armeekorps (mot)'s 10. Panzer Division took Elnya on 18 July, but a gap still existed between it and Hoth's 7. Panzer Division. Although the distance was relatively short – about 48 miles (80 kilometres) – it would take the Germans several weeks to close it for good. Guderian deserves much of the blame since, as usual, he gave short shrift to cordoning off pockets and prioritized holding Elnya as a jumping-off point for an offensive towards Moscow. Bock was distraught that Guderian had not closed the pocket already and told Kluge's chief of staff, General Günther Blumentritt, 'Please ask Guderian whether or not he is in position to carry out the order I gave him three days ago to link up with Panzergruppe 3 near Yartsevo.'

It was an either-or proposition since German infantry divisions had just begun crossing the Dnieper 120 miles (200 kilometres) from Elnya, the XXXXVII Armeekorps (mot) was cordoning off the southern flank of the Smolensk Pocket, and the XXIV Armeekorps (mot) was fending off attacks from several directions. The XXXXVI Armeekorps (mot) sent the SS Das Reich Division north towards Yartsevo, but it proved too weak to contend with a major Red Army buildup in the area.

On 19 July, Hitler issued Führer Directive No. 33, which assumed that Hoth and Guderian would close the Smolensk Pocket any day and quickly finish off the bulk of the Soviet forces remaining in front of Army Group Centre. Since he – like most senior Heer commanders – took it for granted that the Red Army had exhausted its reserves, Hitler also assumed that Bock's infantry armies could go over to the pursuit and take Moscow on their own. That would allow him to divert Bock's panzer groups to help Army Groups North and South eliminate the Soviet armies arrayed in front of them as well.

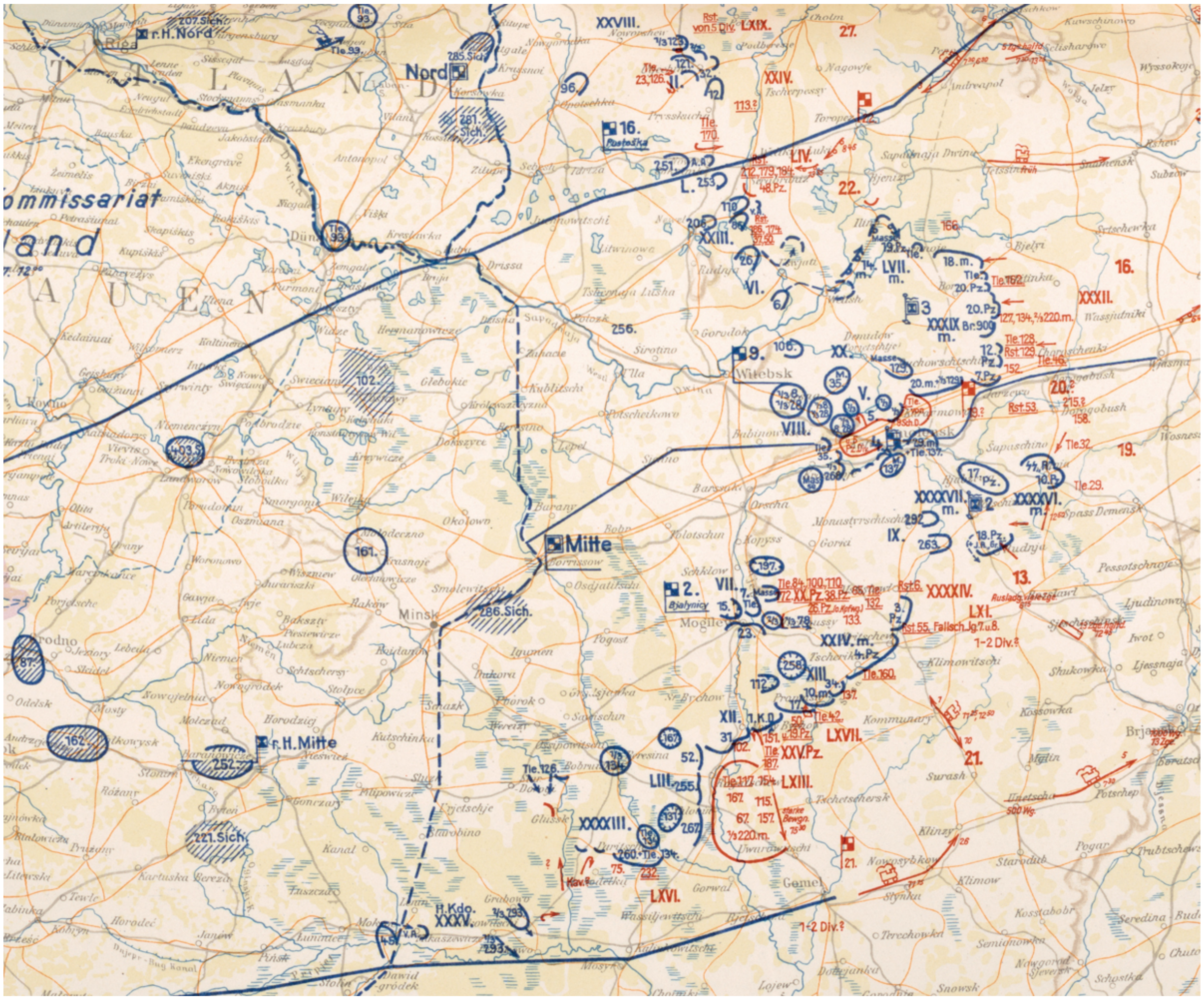
Thus, Directive No. 33 called for Panzergruppe 2 to wheel south to cut off the Soviet units that had retreated across the Dnieper in front of Army Group South. Panzergruppe 3 would wheel northeast to cut the Moscow–Leningrad rail line at Vishny Volochek and cover Army Group North's eastern flank. In his memoirs, Hoth criticized Hitler for not sending him north between 29 June and 10 July. It would be much harder to do so now that his divisions were tied down in defensive battles.

The assumption that the Red Army had exhausted its reserves was utterly mistaken, since half a dozen uncommitted reserve armies were already in place or assembling in front of Army Group Centre – the 24th, 28th, 29th, 30th, 31st, and 32nd Armies. However, Timoshenko warned that the Red Army had depleted its *trained* reserves and tanks were running short.

On 20 July, Stavka ordered the Western Front – back under Eremenko's command – to launch a concentric counteroffensive towards Smolensk with five operational groups arrayed on the line Belyi–Yartsevo–Roslavl. Named after their commanders, these were Group Rokossovsky (Group Yartsevo), Group Kalinin (24th Army), Group Kachalov (28th Army), Group Maslennikov (29th Army), and Group Khomenko (30th Army). They initially had just 16 rifle divisions and four tank divisions.

ARMY GROUP CENTRE

24 JULY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The Soviet counteroffensive caught the panzer groups at a vulnerable moment when they were widely dispersed, lacked infantry support, and were short on supplies. Advancing from the north, Group Maslennikov accomplished little by 24 July. Group Khomenko, attacking southwest from Belyi; Group Kalinin, advancing west over the Vop River; and Group Rokossovsky inflicted painful losses on the overextended XXXIX Armeekorps (mot), drove it back in several places, and forced Hoth to abandon plans to take Belyi. Inside the pocket, the

16th and 20th Armies failed to retake Smolensk. Timoshenko evacuated the 19th Army's headquarters and folded its survivors into the other two armies.

Group Kachalov, advancing northwest from Roslavl, hit a wide gap between the XXIV and XXXXVI Armeekorps (mot) that was guarded solely by the Grossdeutschland Regiment. The 18. Panzer Division had to race to the rescue at a time when it could have been helping to seal the Smolensk Pocket. The gap near Yartsevo remained open, and Guderian made his priorities clear by pulling the SS Das Reich Division out of the area and sending it to join the 10. Panzer Division at Elnya – instead of vice versa. The 24th Army was attacking Elnya from three sides.

Counterattacks on Army Group Centre's southern wing by the 4th, 13th, and 21st Armies continued without intermission, sucking in divisions of Weichs' 2. Armee and threatening the XXIV Armeekorps (mot)'s line of communications at Stary Bykhov. By 21 July, Bock reluctantly had to admit that the threat was real, writing in his diary, 'The situation facing XXIV Panzer Corps [sic] on the southern wing was so threatening that I had to order the 2. Armee to restore it.' The German counterblow would divert the entire IV and XIII Armeekorps from Army Group Centre's eastern advance, which Bock confessed was 'a quite remarkable success for such a badly battered opponent'.

Stavka also saw Army Group Centre's southern flank as a crucial sector. Marshal Georgi Zhukov expected the Germans to concentrate on taking Moscow, and accordingly proposed to evacuate Kiev in order to free up forces to defend Gomel and retake Elnya. He lost his job as chief of the Red Army's General Staff for even suggesting to abandon Kiev and was lucky to escape arrest. Yet, on 23 July, Stavka did take the step of splitting the Western Front and creating a new Central Front to cover the Gomel axis. The 13th Army – which absorbed the 4th Army's remnants – and the 21st Army joined the new front, which was commanded by Colonel General Fyodor I. Kuznetsov. The 3rd Army, rebuilt from scratch after its destruction in the Bialystok–Minsk Pockets, would soon join the new front as well.

The 13th Army units encircled in Mogilev were besieged by the 2. Armee's VII Armeekorps, which had arrived on 16–17 July. It attacked Mogilev from the west on 20 July, but the garrison – strengthened by a division of militia – repelled it. The Germans kept pounding away at the city, and on 23 July, the

23. Infanterie Division broke into it from the southwest. The defenders had expended the last of their artillery ammunition, and aircraft tried to drop in shells overnight, but many fell in areas occupied by German troops and others were the wrong calibre.

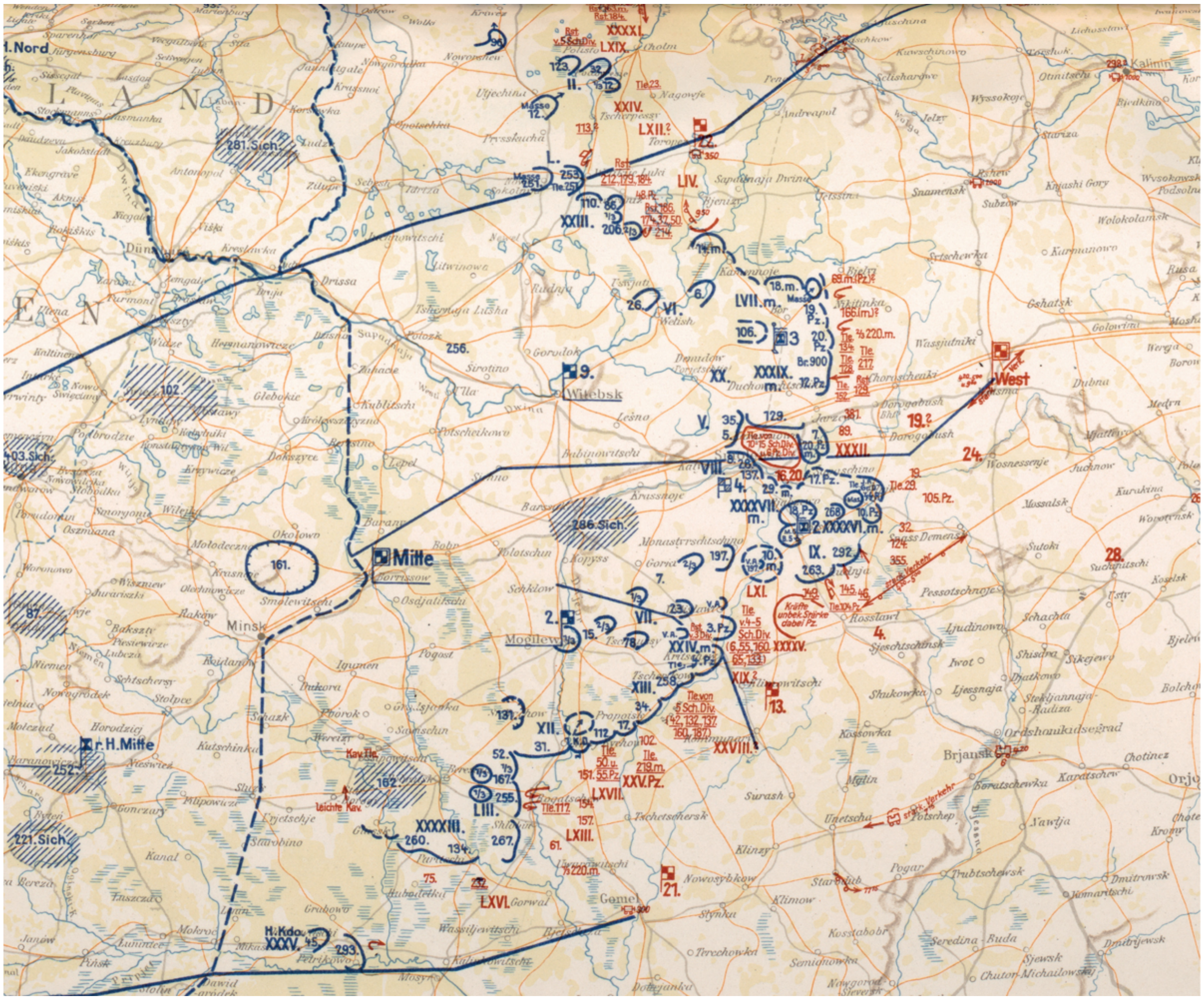
On 24 July, four German infantry divisions advanced into the heart of the city. The garrison ran out of ammunition on 25 July, and its commander, Colonel Fedor A. Bakunin of the 61st Rifle Corps, ordered a breakout on the night of 26–27 July. Bakunin and many of his troops eventually reached Soviet lines in small groups. Although he had retreated without orders, Bakunin's three-week defence of 'Gallant Mogilev' saved him from execution or imprisonment.

Halder, Brauchitsch, and many senior Heer commanders in the east opposed Directive No. 33 because it diverted both of Army Group Centre's panzer groups away from Moscow. Hitler responded to their protests by amplifying and expanding upon his earlier guidance in a supplement to Directive No. 33 issued on 23 July, just four days after the original document. Directive No. 33 had given Guderian's Panzergruppe 2 the mission of cutting off the Soviet armies that had fallen back across the Dnieper. According to the supplement, it would then join Army Group South's Panzergruppe 1 in a reconfigured 4. Panzerarmee to 'undertake an offensive across the Don [River] into the Caucasus'. Directive No. 33 had instructed Hoth's Panzergruppe 3 to sever the Moscow–Leningrad rail line within Army Group Centre's sector, but now it was to join Army Group North, freeing up infantry divisions of the 16. Armee for the final attack on Leningrad so that Army Group North's Panzergruppe 4 would not have to engage in street fighting.

On 23 July, Hitler also admonished Brauchitsch for misusing armour and criticized his management of Operation *Barbarossa* to date. He was particularly upset that so many Soviet troops had escaped pockets cordoned off by overstretched mobile divisions and argued, 'In the current situation we must make do with minor envelopments so that the infantry divisions can engage the enemy and relieve our armoured units.' A pall of gloom settled over OKH, and Halder – who championed both the Moscow option and deep operations by panzer groups – became increasingly pessimistic.

ARMY GROUP CENTRE

28 JULY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Soviet attacks continued to hammer away at Army Group Centre's front with undiminished fury. The fighting at Elnya was particularly intense because the 24th Army had strong artillery support, while the Germans had only a fraction as many guns available – and few shells to fire from them. When the invasion began, the Red Army possessed 76,500 mortars and artillery pieces over 50mm, while the Heer had only 7,146 in the East! Although German artillery had superior fire control, it was still badly outgunned despite capturing thousands of artillery pieces in the battles near the border. Moreover, exceedingly long supply lines kept its ammunition stockpiles at the front dangerously low. Since some sectors of the Eastern Front were already settling into positional warfare, this was a very ominous reality for the Germans.

Guderian's Panzergruppe 2 was in a particularly awkward position, sprawled out in a vast arc fighting battles in all directions. The XXXXVII Armeekorps (mot) faced north against the Smolensk Pocket, trying to seal it off even as it repelled counterattacks by units of the 16th and 20th Armies. The XXXXVI Armeekorps (mot) faced east in a salient at Elnya which was coming under increasingly heavy attack by the 24th Army. The XXIV Armeekorps (mot) faced southeast along the Sozh River contending with counterattacks on its front and troops of the 13th Army at large in its rear. Finally, the 18. Panzer Division and the Grossdeutschland Regiment were resisting Group Kachalov's attacks in the gap between the XXXXVI and XXIV Armeekorps (mot).

On 27 July, Guderian attended a conference at Army Group Centre's headquarters in Borisov. Expecting to be ordered to prepare for an advance on Moscow, he was appalled to learn that Hitler wanted him instead to launch an attack towards Gomel with Weichs' 2. Armee 'in a south-westerly direction, that is to say, toward Germany'. Hitler saw it as an urgent task because the 21st Army was still battering away at Weichs' defences near Rogachev, and the Soviet cavalry group raiding behind them had cut the railroad west of Bobruisk on 25 July.

Guderian was dead set against any diversion towards Gomel and, in his inimitable fashion, would do everything he could to prevent it from happening. However, at the Borisov conference he also received the welcome news that Bock was going to dissolve Kluge's 4. Panzerarmee – which had proven ineffective at coordinating the two panzer groups – and form Armeegruppe ('Army Group') Guderian by placing several infantry corps under his command. Kluge's headquarters, reduced to supernumerary status, was left without troops and a sector of its own to command.

Before Guderian could do anything else, he first had to close the gap between the XXXXVI and XXIV Armeekorps (mot), and eliminate the threat posed by Group Kachalov. Guderian proposed to resolve the problem offensively by launching a pincer attack on Roslavl from the north and west.

Bock approved this operation, which was set to begin on 1 August. In preparation for it, the XXIV Armeekorps (mot) seized bridgeheads across the Sozh River in the sector of the 4th Airborne Corps on 27 July.

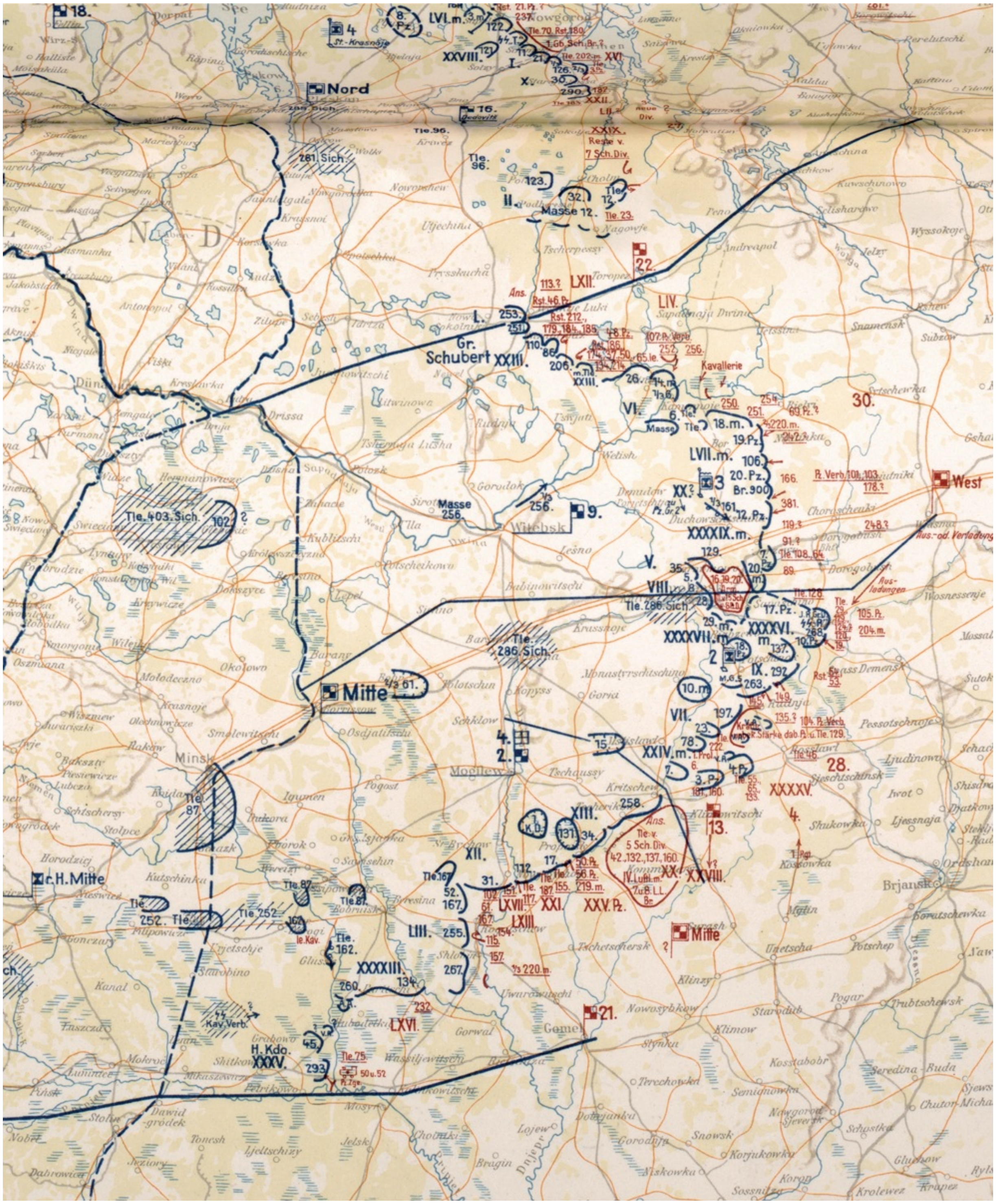
In his memoirs, Hoth criticized Guderian's command decisions that had left Panzergruppe 2 so scattered and vulnerable that the Roslavl operation became necessary – and bemoaned its long-term strategic consequences: 'Measures necessary to get out of this predicament drew ever more forces southwards and thereby laid the foundations for what would be a disastrous development.'

By 28 July, infantry divisions had begun reaching the front, allowing several of Guderian's mobile divisions to pull back, rest, and refit. They desperately needed a respite, since just 29 per cent of the tanks which Panzergruppe 2 had when the invasion began were still operational, and it had lost over 20,000 men and received only 10,000 replacements. Of the 286 operational tanks, four were nearly worthless Panzer Is, and 128 were Panzer IIs which counted for little in armoured or infantry combat, and were really just reconnaissance vehicles. Only 135 Panzer IIIs and IVs remained operational.

Hoth's Panzergruppe 3 would have to wait longer for the infantry to arrive and would not be able to start disengaging mobile divisions until early August. Indeed, although the LVII Armeekorps (mot) had joined the XXXIX Armeekorps (mot) northeast of Smolensk, Hoth's forces had difficulty repelling constant Soviet attacks from inside the Smolensk Pocket and relief attacks from the outside. His 7. Panzer Division and 20. Infanterie Division (mot) nonetheless attacked west of Yartsevo on 26 July, and advanced south while Guderian's 17. Panzer Division pushed northward. In their memoirs, Hoth and Guderian both asserted that the pincer attack sealed the pocket at long last on 27 July. However, the linkup was weak, and persistent Soviet attacks from both directions would re-open the gap time and again over the coming days.

ARMY GROUP CENTRE

1 AUGUST



Army Group Centre continued to fight with both flanks ‘in the air’. On the right, Weichs was still under attack by the 21st Army and had to divert infantry divisions to clear the cavalry from his rear area. On the left, 9. Armee detached its XX Armeekorps even as it repelled assaults by the 22nd Army and Group Maslennikov. The corps was going to relieve Guderian's XXXXVI Armeekorps (mot) at Elnya – where the 24th Army launched 13 attacks on 30 July alone. The troops defending the salient were short of supplies since the nearest railhead was 290 miles (470 kilometres) away at Minsk.

Hoth watched enviously as XX Armeekorps marched across the rear of his Panzergruppe 3, which was locked in fierce battles with Group Rokossovsky, Group Kalinin, and Group Khomenko – yet had no infantry available to relieve its exhausted mobile divisions. Hoth complained that the infantry divisions attacking the Smolensk Pocket were merely pushing the encircled Red Army formations eastward into his XXXIX Armeekorps (mot) instead of crushing them from all sides. Ironically, at virtually the same time, Timoshenko was reminding the 16th and 20th Armies that they were supposed to hold their ground in the pocket, not retreat from it.

Timoshenko's counteroffensive raged on although it had clearly failed by 31 July. Apart from Group Kachalov, the concentric advances towards Smolensk had gained little ground and failed to destroy the pincers closing around the 16th and 20th Armies. This is hardly surprising given that the attacks of the various operational groups were hastily prepared, poorly coordinated, and began with only modest forces. Yet, the counteroffensive had seized the initiative, brought Bock's advance to a screeching halt, and inflicted heavy attrition on several German divisions.

This was especially true in the panzer groups, since motorized infantry strengths in some of their mobile divisions had fallen as low as 30–40 per cent, which helps explain why the 20. Infanterie Division (mot) and 17. Panzer Division proved incapable of keeping the Smolensk Pocket sealed. They had the firepower and mobility to close the pocket on 30 July, but lacked sufficient infantry to stand their ground against powerful Red Army attacks from both directions which reopened a narrow corridor.

Finally, Timoshenko's counteroffensive played a key role in bursting the bubble of optimism which Hitler and Halder had expressed in the first days of July. By month's end, it had given way to mounting consternation as new Soviet armies kept appearing. The Red Army obviously was not at the end of its resources, and the stubborn resolution displayed by its troops suggested that its will to fight was not about to collapse – as German 'strategy' demanded it to. For the first time, Germany's top leaders faced the dreaded possibility of a prolonged war in which the odds would be stacked heavily against them.

Since destroying the Red Army in battle was proving much harder than expected, the Germans cast about for some other means of achieving its collapse. Hitler favoured wrecking the economy that sustained the Red Army by capturing major industrial centres, the mines and factories of the Donbas, and the oilfields of the Caucasus. Just as crucially, these assets would bolster Germany's own creaking war economy. The Heer's senior leadership, on the other hand, was convinced that the psychological blow of losing their capital would shatter the Red Army's will to fight. In late July, even Field Marshal Wilhelm Keitel and Lieutenant General Alfred Jodl – the Führer's usually compliant tools at OKW – were arguing in favour of Moscow.

Plagued by sleeplessness and nervous tension, Hitler vacillated about making this momentous decision which could potentially cost Germany the war. Thus, Führer Directive No. 34, issued on 30 July, made no mention of the long-range missions which had featured so prominently in the supplement to Directive No. 33 just a week before and did not resolve the question of where to send Army Group Centre's panzer groups. The key section read:

> Army Group Centre will go on the defence, while employing the most favorable terrain in its sector. You should occupy favorable jumping-off positions for conducting subsequent offensive operations against the Russian 21st Army, and you can carry out limited offensive operations to this end. As soon as the situation permits, the Second and Third Panzer Groups are to be withdrawn from battle and quickly refilled and reequipped.

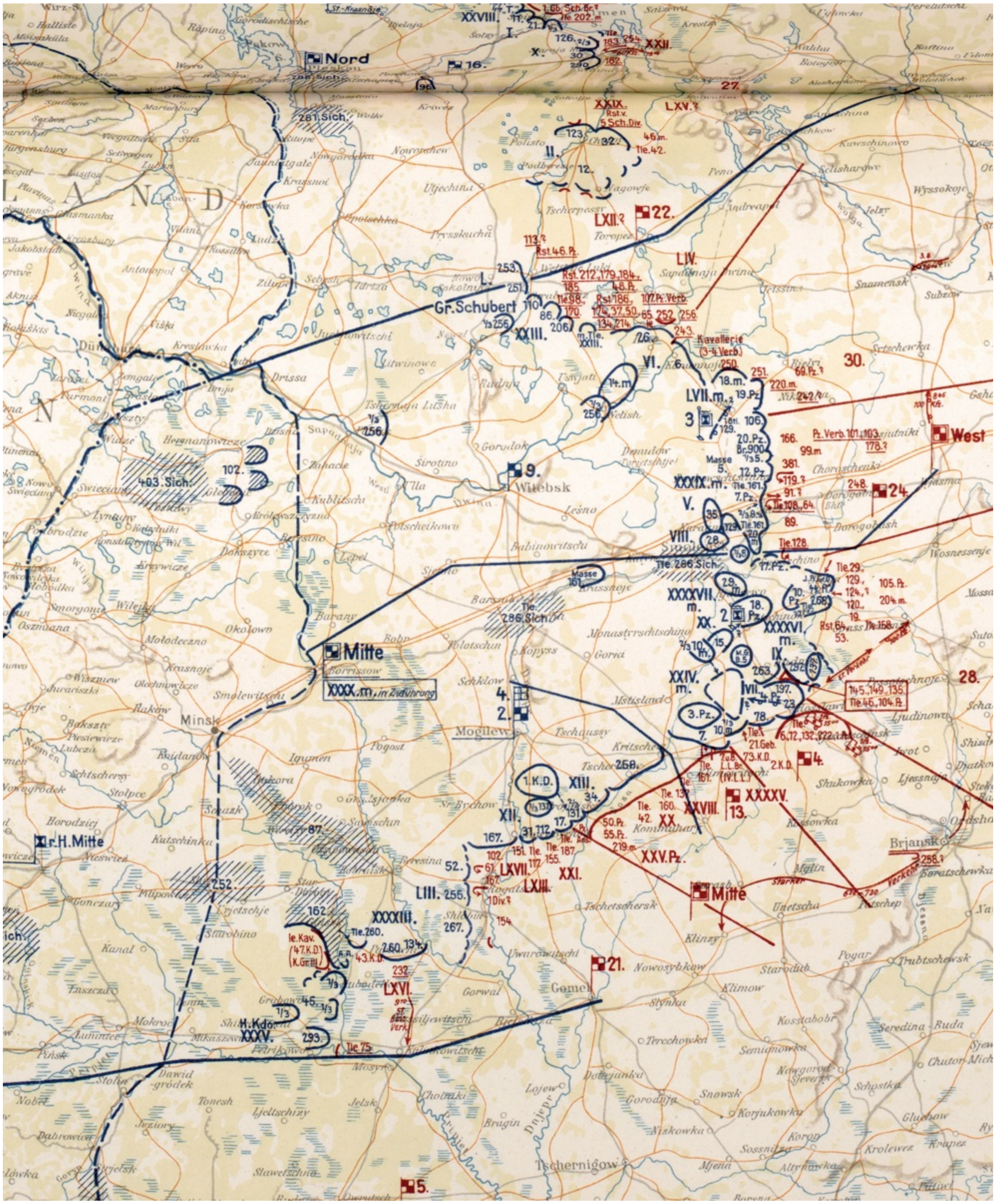
By deferring a decision until after the panzer groups finished refitting, Hitler 'kicked the can down the road'. The other army groups would remain on the offensive with their existing forces, although – in lieu of Hoth's panzer group – Hitler had decided to shift the VIII Fliegerkorps from Army Group Centre's sector to Army Group North's to support the assault on Leningrad.

On 30 July, Stavka established the Reserve Front under Zhukov's command. He controlled the 24th, 31st, 32nd, 33rd, 34th, and 43rd Armies. Most of these formations were not at the front and instead occupied multiple defensive lines behind it between Rzhev and Vyazma.

Guderian's pincer attack on Roslavl began on 1 August. The XXIV Armeekorps (mot) achieved a breakthrough east of Krichev and raced east towards Roslavl while VII Corps' infantry divisions also made good progress. IX Armeekorps would not join in the offensive until the following day.

ARMY GROUP CENTRE

5 AUGUST



Guderian was not impressed with the pace of IX Armeekorps' advance on 2 August. So, the following day, he personally accompanied its leading infantry company until it linked with the 4. Panzer Division just north of the Roslavl–

Moscow highway. The pincers had closed around the Roslavl Pocket, but most of Group Kachalov's troops fought on in encirclement and made strenuous efforts to escape the trap.

Things were very stressful for the Germans at Elnya, where the 24th Army launched assault after assault with strong artillery support. On 3 August, Guderian had to commit his very last reserve, Panzergruppe 2's headquarters guard company, to repel one Soviet attack.

9. Armee attacked towards Velikye Luki on 2 August, but made little progress against stiff resistance and had to call off the operation. After the army's commander, Colonel General Adolf Strauss, was incapacitated by illness, Bock placed Hoth in command of Army Group Centre's entire left wing. For the moment, he controlled both 9. Armee and his own Panzergruppe 3.

The situation in the Smolensk Pocket had become so desperate that Timoshenko could no longer insist that the 16th and 20th Armies cling to their positions. They began trying to escape in earnest on 2–3 August, although Timoshenko had to characterize the withdrawal to Stalin as 'an attack to the east'. The Germans mopped up the last vestiges of the pocket on 4 August, and Timoshenko finally called off his offensive the following day. Group Yartsevo retreated behind the Yop River on the night of 5–6 August.

The Germans captured about 170,000 prisoners in the Smolensk Pocket, but it had taken them three full weeks to eradicate it. Since they never established a solid cordon, about 50,000 Red Army troops made their escape. This less-than-optimal performance was chiefly attributable to the dispersion of the two panzer groups, which not only failed to coordinate their operations, but scattered their own motorized corps all over the map. Bock claimed that, including those rounded up at Mogilev and around Rogachev, Army Group Centre had taken 309,000 prisoners since it crossed the Dnieper, and captured or destroyed 3,200 tracked vehicles and 3,100 artillery pieces.

Army Group Centre's own casualties, while much lower in absolute terms, were still painfully heavy. In the six weeks between 22 June and 31 July, the three German army groups had suffered 210,000 casualties and received only 47,000 replacements. Moreover, while Timoshenko still had several fresh reserve armies available – and others starting to form – Bock had no meaningful reserves at all. Infantry divisions were starting to relieve Hoth's and Guderian's mobile divisions on the front line, but the odds were high that Hitler would soon send some or all of them to the flanking army groups.

On 4 August, Hitler met with Hoth, Guderian, and Bock at Army Group Centre's headquarters in Borisov. His first concern was learning how long it would be before Panzergruppen 2 and 3 finished refitting and would be available to resume operations. Guderian responded that he would be ready by 15 August, while Hoth – whose relief by infantry divisions was moving more slowly – would need until 20 August. However, when the panzer generals urgently requested replacements for their many destroyed and broken-down tanks, Hitler's response was not encouraging. He merely promised to provide 35 new tanks and 400 replacement tank engines for the entire Eastern Front!

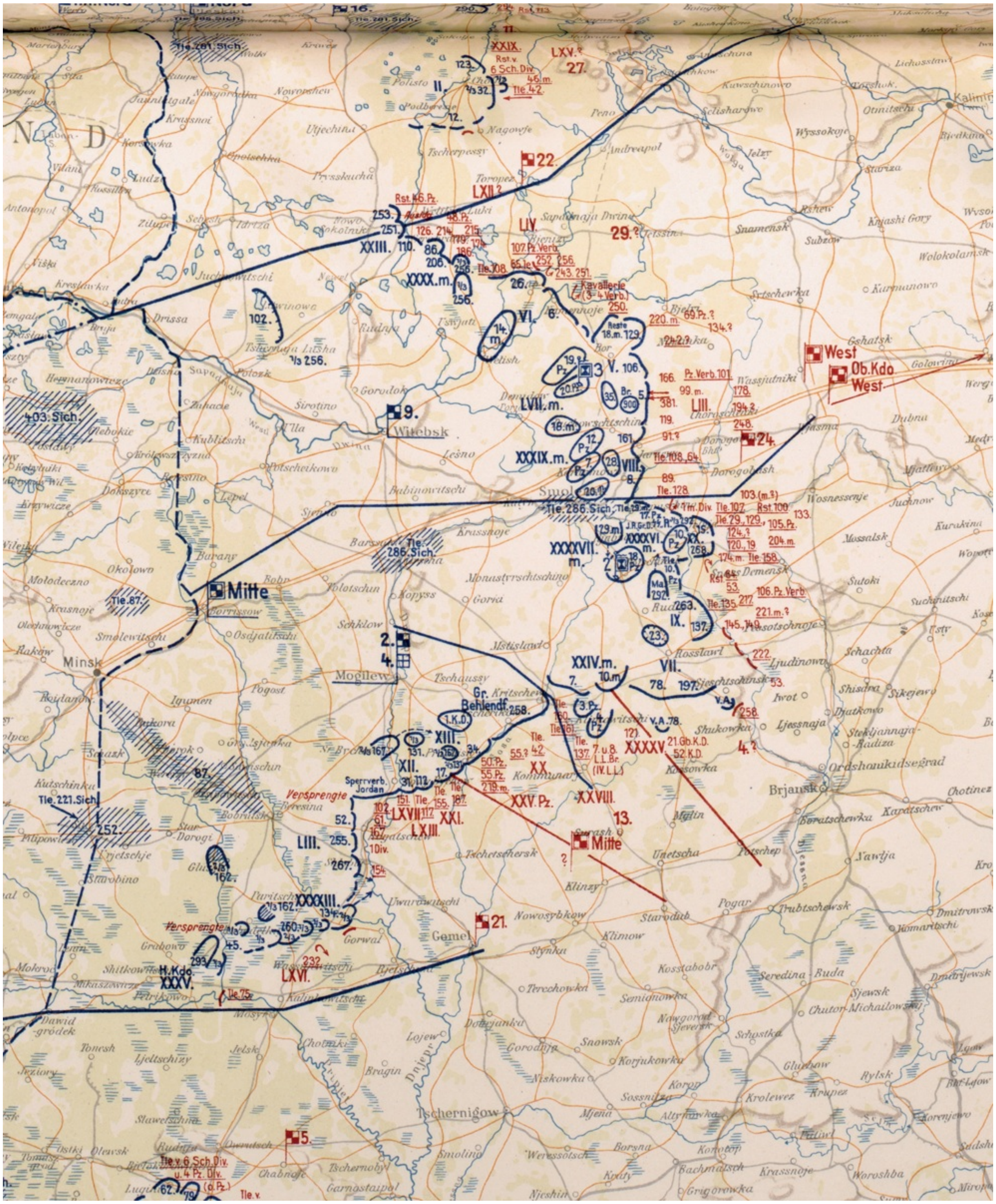
The discussion then inevitably turned to the great strategic debate. Bock, Guderian, and Hoth all favoured launching an offensive towards Moscow as soon as possible. Hitler still had not definitely made up his mind but said that Leningrad was his top priority, then the Donbas, while Moscow was a tertiary objective. Still, the advance towards Leningrad was going well enough that Hitler no longer believed it would be necessary to divert Panzergruppe 3 northward – leaving it available for a near-term offensive towards Moscow. However, he remained concerned about Bock's open southern flank, and Hoth, for one, thought that, 'Hitler's insistence on pushing further southeast towards Gomel so as to dispose of the Russian 21st Army was justifiable.'

Although he had just heard Hitler explain that Moscow was, for the moment, his least important priority, Guderian remained as wedded as ever to his own strategic ideas. Thus, 'While flying back [from Borisov] I decided in any case to make the necessary preparations for an attack towards Moscow.' In his absence, the IX Armeekorps had responded to a Soviet breakthrough elsewhere by withdrawing from the Moscow highway and reopening the Roslavl Pocket. On 5 August, Guderian drove to the scene and personally sealed the breach with elements of the 4. Panzer Division's Panzer Regiment 35.

On Army Group Centre's extreme right wing, XXXXIII Armeekorps and Höheres Kommando XXXV had linked up, isolating several Soviet light cavalry formations of the 3rd Army. However, since the Germans had not formed a tight encirclement, some of the cavalrymen slipped eastward through the cordon while others scattered into the Pripet Marshes.

ARMY GROUP CENTRE

9 AUGUST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West
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Witebsk
Mogilew
Gomel
Brjansk
Tschernigow
Kalinin
Smolensk

Guderian's unauthorized Moscow offensive planning soon evolved into open insubordination. He wrote in his memoirs, 'As a result of these ideas of mine I refused an OKH request, dated August 6th, that panzer divisions be detached from my command for an attack on Rogachev on the Dnieper, which lay far behind my front.' It's hard to imagine any other army of World War II allowing a general to treat a High Command directive as a mere 'request'. Yet, Guderian's insubordination again went unpunished and the panzer attack on Rogachev never happened. He was able to act with impunity largely because Bock also opposed the Rogachev diversion since the round trip from Roslavl would inflict too much wear-and-tear on Guderian's tanks.

By 7 August, most of Hoth's and Guderian's mobile divisions had pulled back from the front as infantry divisions finally arrived to relieve them. Yet, the situation at Elnya remained so tense that the XXXXVI Armeekorps (mot) found it very difficult to extract the 10. Panzer Division and the SS Das Reich Division. Indeed, the day before, Stavka ordered Zhukov's Reserve Front to resume assaults on Elnya with the 24th Army while also launching an attack with the 43rd Army to liberate encircled Group Kachalov. The objective was nothing less than the destruction of Armeegruppe Guderian. Stavka detached the Reserve Front's 34th Army on 6 August so it could reinforce the Northwestern Strategic Direction defending Leningrad, but the new 35th Army, which was still assembling, immediately stepped into its place.

Further north, the Western Front continued its attacks on 8 August. Despite suffering heavy casualties, Konev's 19th Army – rebuilt outside the Smolensk Pocket with new divisions – and the 30th Army brought immense pressure to bear on 9. Armee's V Armeekorps, which had just relieved the XXXIX Armeekorps (mot). Red Army troops penetrated all the way to the 5. Infanterie Division's artillery positions, and only desperate counterattacks supported by Lehr Brigade 900 – which had barely begun refitting before its return to combat – managed to restore the front. Some German infantry divisions were getting their first real initiation in prolonged, close combat since the war began. In Poland in 1939, the West in 1940, and during earlier phases of Operation *Barbarossa*, their principal challenges had been keeping up with the fast-moving panzers and mopping up bypassed and pocketed enemy troops.

On 8 August, Stalin cemented his control over the Red Army by having himself appointed as the Supreme High Commander of the Soviet armed forces. Whereas previously his authority over the Stavka had been unquestioned, though informal, now all the chains of authority in the Soviet Union's military command structure titularly ran straight to him. At his direction, Stavka re-designated Rokossovsky's Group Yartsevo as the new 16th Army. The survivors of its first incarnation were now part of the 20th Army, which Timoshenko was hastening to rebuild.

On the same day, 8 August, Armeegruppe Guderian finished mopping up the Roslavl Pocket, having captured 38,000 prisoners, 200 tanks, and about the same number of artillery pieces. Kachalov had died in action on 4 August, but Stalin was unaware of it and accused him of treason. Kachalov's reputation would not be restored until 1953. The 43rd Army absorbed the remnants of the shattered 28th Army.

Instead of sending XXIV Armeekorps (mot) all the way to Rogachev, Guderian instead had it attack a Soviet troop concentration south of Krichev starting on 9 August. He saw this much shallower thrust to the southwest as an essential prerequisite to his planned Moscow offensive: '[B]efore the attack on Moscow could be launched, or any other major operations undertaken, one condition must be fulfilled: our deep right flank in the Krichev area had to be secured. The clearing of this flank was also essential before Second Army would be in a position to attack Rogachev.' Progress was initially slow since XXIV Armeekorps (mot)'s tanks were advancing along roads churned into bottomless mud by their tracks.

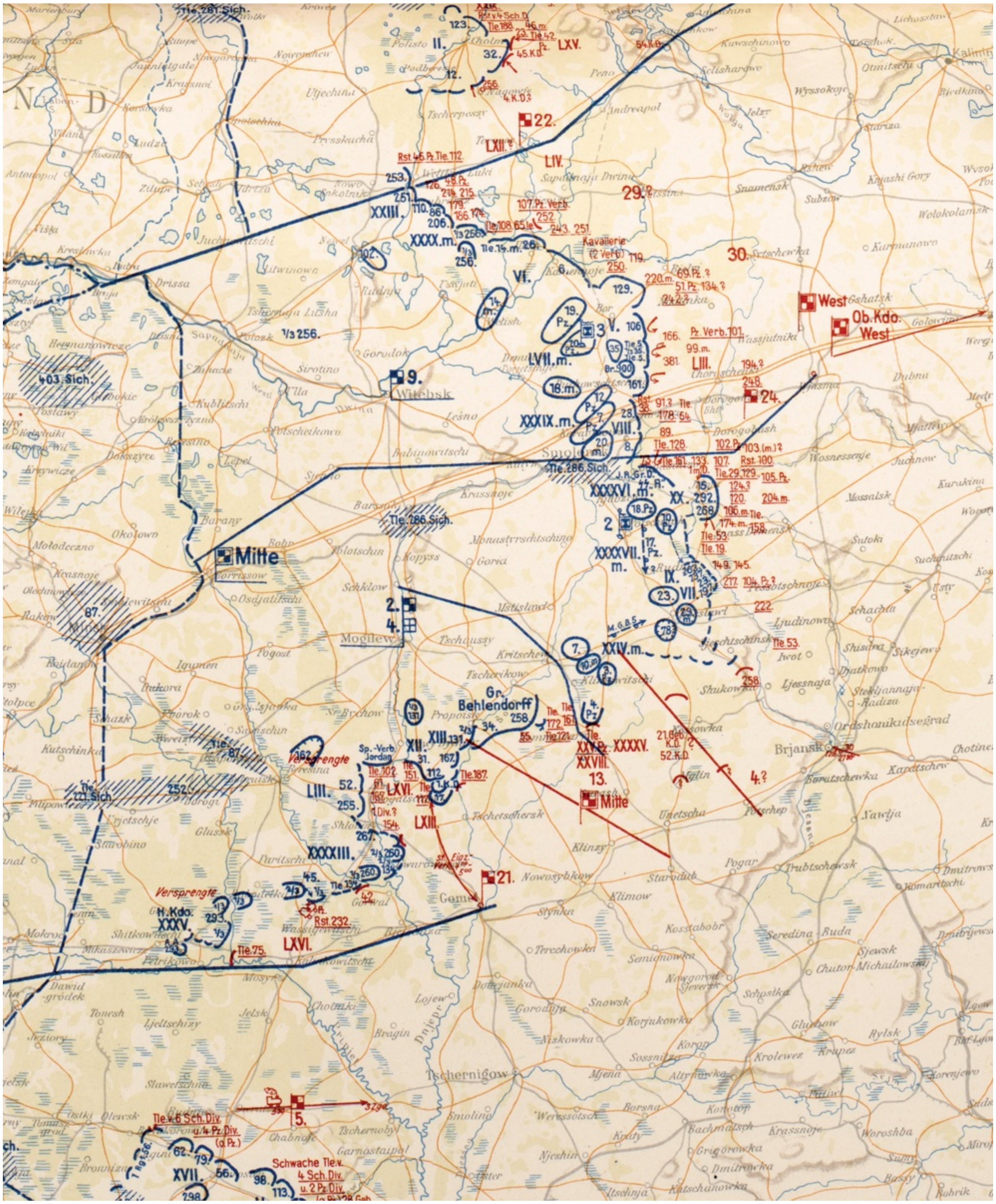
On 9 August, General Strauss resumed command of 9. Armee from Hoth, whose Panzergruppe 3 also came under Strauss' control. Hoth protested when Strauss directed some of his mobile divisions to return to the front to reinforce 9. Armee's hard-pressed infantry divisions.

Halder, using the rule of thumb that a nation could raise two divisions for each million people in its total population, concluded that the Red Army *must* be nearing the end of its resources. Certainly that was true in his own camp, since, by 6 August, German casualties in the East had risen to 266,000 – including 88,400 in Army Group Centre alone – and only a small fraction of these losses could be replaced.

Supplies were short since railheads remained far behind the front line, barely half the required number of trains were arriving at them, and a third of the trucks in the *Grosstransportraum* ('army-level transport regiments') needed repair. Guderian's XXIV Armeekorps (mot) was receiving only half of its required daily supply tonnage, and some armies were sending trucks all the way back to Germany to collect key supply items which were unavailable at the front. Thus, an *immediate* advance to Moscow was impossible, and even Guderian was not pressing for one.

ARMY GROUP CENTRE

13 AUGUST


Mitte
9.
Witebsk
West
Ob. Kdo. West
24.
22.
29.
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2.
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Mogilew
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Brjansk
Gomel
Kalinin
Gr. Behlendorff
XXXX.m.
XXXIX.m.
XXXXVI.m.
XXXXVII. m.
XXIV.m.
LVII.m.
XXIII.
LIII.
LXVI.
XXXXIII.
H.Kdo. XXXV.
XVII.
403. Sich.
Tle. 286 Sich.
Versprengte
Schwache Tle. v. 4 Sch.Div. u. 2 Pz.Div.

On 10 August, OKW produced an assessment of the situation on the Eastern Front which coincided with OKH's ideas about making Moscow the primary objective. It stated, 'From the central sector, it is tempting to pursue operations to the north and south. However, it would be wrong to employ our forces for this purpose, as it would weaken the main thrust of the campaign.' Thus, although OKW admitted the necessity of cleaning up Army Group Centre's exposed flanks, it urged conducting these as 'attacks with limited objectives'. In particular, Hoth's Panzergruppe 3 should not go far enough north to become 'pinned down in the unforgiving terrain of the Valdai Hills'. OKW expected the flank operations to consume about two weeks, allowing the advance towards Moscow to begin at the end of August.

OKW's study strongly influenced a supplement to Directive No. 34 which was issued on 12 August. It assumed that, following the eradication of the Uman Pocket, 'Army Group South has achieved complete superiority over the enemy' and could achieve its objectives largely on its own. The same was true of Army Group North. Army Group Centre's left wing was to destroy the 22nd Army west of Toropets and 'Advance Army Group Centre's left flank far enough north that Army Group North will not fear for its right flank'. Meanwhile, Bock's right wing would cooperate with Army Group South's left wing to destroy the Soviet 5th Army in the Pripet Marshes. After these tasks were completed and the panzer groups finished refitting, 'conditions will be conducive for an offensive by deeply echeloned flank groupings across a broad front against the large enemy forces concentrated for the defence of Moscow'.

Halder remained committed to a Moscow offensive, but his former optimism had evaporated in the face of new intelligence on the Red Army's amazing recuperative powers. On 11 August, he wrote:

> At the outset of war, we reckoned with about 200 enemy divisions. Now we have already counted 360. These divisions indeed are not armed and equipped according to our standards, and their tactical leadership is often poor. But they are there, and if we smash a dozen of them, the Russians simply put up another dozen. The time factor favors them, as they are near their own resources, while we are moving further and further away from ours. And so our troops, sprawled over an immense front line, without any depth, are subject to incessant attacks of the enemy. Sometimes these are successful, because too many gaps must be left in these enormous spaces.

Army Group Centre's hard-pressed infantry divisions defending excessively wide sectors at Elnya and northeast of Smolensk were having great difficulty repelling constant Soviet attacks. Elnya in particular had devolved into an attritional bloodbath as the 24th Army launched unimaginative frontal attacks in the same places day after day. Meanwhile, the 20th Army – rejuvenated with fresh troops – was battering away at the SS Das Reich Division and the Grossdeutschland Regiment northwest of the salient. The two Soviet armies suffered immense casualties but were wearing the Germans down to the point that on 13 August Bock considered evacuating Elnya for the first time.

Timoshenko believed that Army Group Centre was stretched so thin that a concerted blow would shatter its front and, on 12 August, he proposed another general counteroffensive. His plan called for the Western Front's 29th, 30th, 19th, and 20th Armies to launch a pincer attack towards Dukovshchina, then press on to Smolensk 30 miles (50 kilometres) to the southwest.

The Western Front would then wheel south and fall on the flank of Armeegruppe Guderian, which would already be under attack by Zhukov's Reserve Front. To achieve the counteroffensive's second major objective of retaking Roslavl, Zhukov would have to reinforce his 24th and 43rd Armies – which were already fighting at the front – with most or all of the Reserve Front's other four armies. The 31st, 32nd, 33rd, and 49th Armies (the last had formerly been the 35th Army) were presently constructing second-echelon defences north and south of Vyazma. Although Zhukov's order-of-battle looked impressive, a dozen of his 48 divisions were raw People's Militia (DNO) units raised in Moscow.

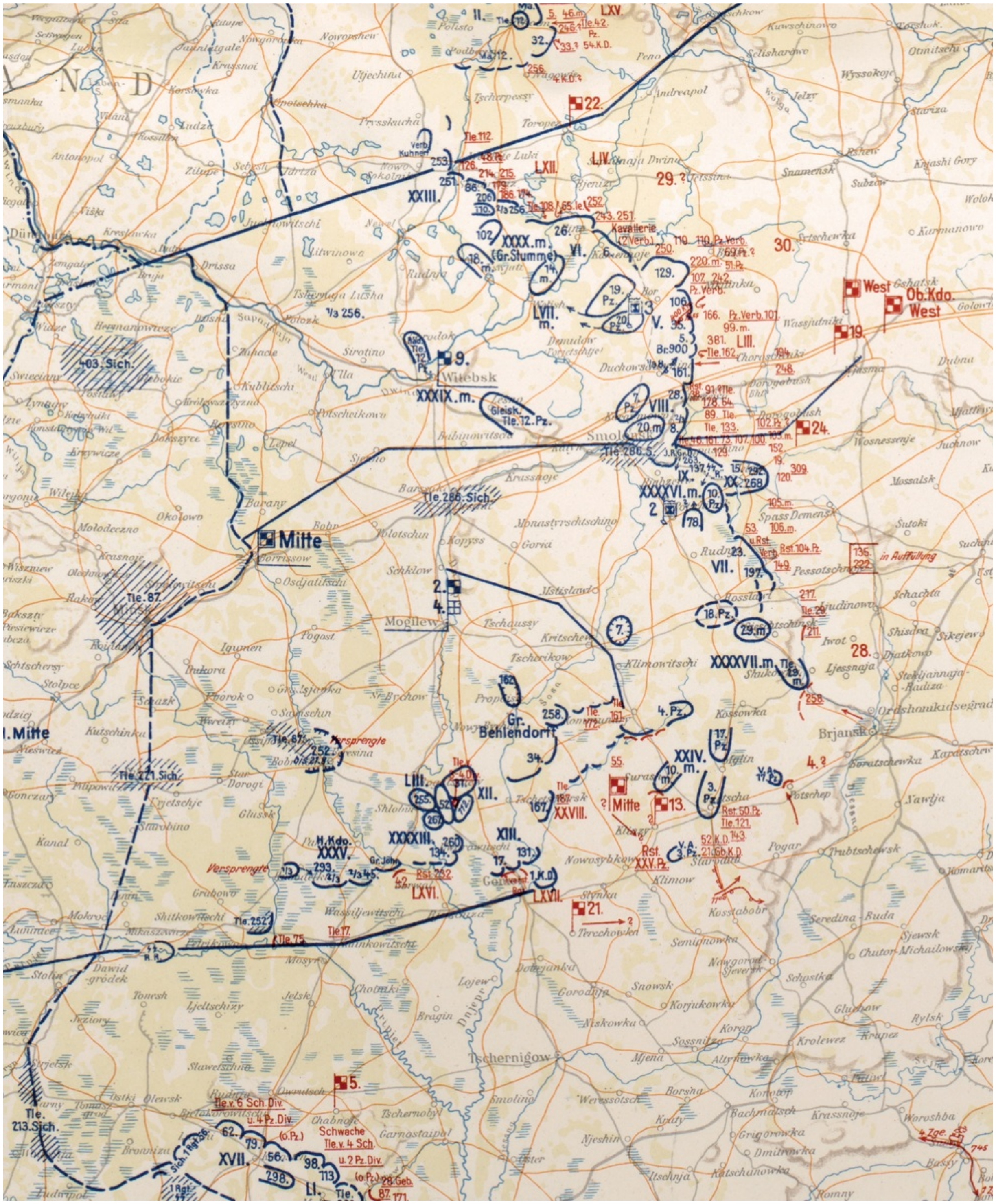
Stavka approved Timoshenko's extremely ambitious plan and set 17 August as the starting date for both the Western and Reserve Fronts. Like so many earlier – and subsequent – Red Army offensives in 1941, the brief interval allowed before D-Day ensured that Timoshenko's second counteroffensive would be hastily planned and inadequately prepared.

The encirclement battle south of Krichev ended on 13 August with the capture of 16,000 prisoners, 76 artillery pieces, and 15 tanks. With its Sozh River defensive line shattered and its right flank 'in the air' after Group Kachalov's destruction, the 13th Army's surviving units retreated south.

Guderian had wanted to have the XXIV Armeekorps (mot) turn around 180 degrees, shift back to Roslavl, then roll up the southern flank of the Soviet units threatening the Elnya salient. OKH firmly rejected this plan on 11 August and insisted instead that the corps support the 2. Armee, which began pushing towards Gomel on 12 August. Although several of his divisions' initial assaults failed, by sundown on 13 August, Weichs was well on his way towards forging an encirclement around part of the 21st Army at Rogachev.

ARMY GROUP CENTRE

17 AUGUST



Mitte
Witebsk
Smolensk
Mogilew
Minsk
Borissow
Brjansk
Tschernigow
West
Ob. Kdo. West
XXIII.
XXXX.m. (Gr.Stumme)
LVII. m.
XXXIX.m.
XXXXVI.m.
XXXXVII.m.
Gr. Behlendorff
LIII.
XII.
XXXXIII.
XIII.
H.Kdo. XXXV.
XXIV.
XVII.
LI.
Versprengte
Tle.87.
Tle.286.Sich.
403.Sich.
Tle.221.Sich.
Tle. 213.Sich.
in Auffüllung

On 15 August, just three days after the supplement to Directive No. 34 was issued, Hitler peremptorily ordered Army Group Centre to set aside any plans to attack Moscow and go over to the defensive on most of its front. He took this action because a counterattack by the 34th Army south of Lake Ilmen in Army Group North's sector had pushed the 16. Armee's X Armeekorps to the brink of destruction. The army group commander, Field Marshal Wilhelm von Leeb, had to divert one of his two precious motorized corps from the assault on Leningrad to deal with the crisis.

To ensure that the attack on Leningrad succeeded, Hitler ordered Panzergruppe 3 to immediately detach the XXXIX Armeekorps (mot) to Army Group North. The new Führer order stated, 'The offensive by Army Group North must produce success in the immediate future. Only then can we think about resuming the offensive on Moscow.' Thus, although the Soviet counterstroke south of Lake Ilmen eventually ended in disaster, it dashed hopes for a quick resumption of the advance towards Moscow. Halder was in despair, arguing 'everything that has so far been achieved is for nothing'.

Hoth characterized this order as Hitler overreacting to a 'local crisis', but wrapping up Army Group North's campaign had always been Operation *Barbarossa*'s first key objective, and the Soviet counterblow south of Lake Ilmen had put its achievement at risk. With time rapidly slipping away, it was as important as ever to take Leningrad – or at least tightly besiege it – so that Army Group North could release forces to join in an attack on Moscow. By 17 August, the 12. Panzer Division and 18. Infanterie Division (mot) were moving north while the 20. Infanterie Division (mot) prepared to follow them.

Timoshenko's second counteroffensive began on the morning of 17 August after an hour-long artillery barrage. The 29th Army was not ready, but Khomenko's 30th Army and Konev's 19th Army – forming the northern and southern pincers aimed at Dukovshchina – struck on schedule while the 20th Army launched diversionary attacks further south. In some places, Soviet units infiltrated through gaps in the porous German 'front line', while in others, they launched repeated human wave attacks. Five of Konev's rifle divisions overran the German 161. Infanterie Division's front line and tore a gap in its right wing. The 30th Army did not fare as well, but still penetrated the German V Armeekorps' defences to a depth of 2.5 miles (4 kilometres). Casualties were heavy on both sides.

Meanwhile, the attritional slugfest at Elnya continued without intermission. General Friedrich Materna, whose XX Armeekorps was defending most of the salient, warned Bock on 14 August that he had only a single battalion left in reserve and could not hold the city much longer. The SS Das Reich Division was also exhausted and at the end of its strength. In just the past four weeks, it had repelled 83 Soviet attacks and launched 27 counterattacks of its own. On 15 August, Guderian promised to replace the SS Das Reich Division and the Grossdeutschland Regiment with the IX Armeekorps, and XX Armeekorps' decimated 15. Infanterie Division with the fresher 78. Infanterie Division.

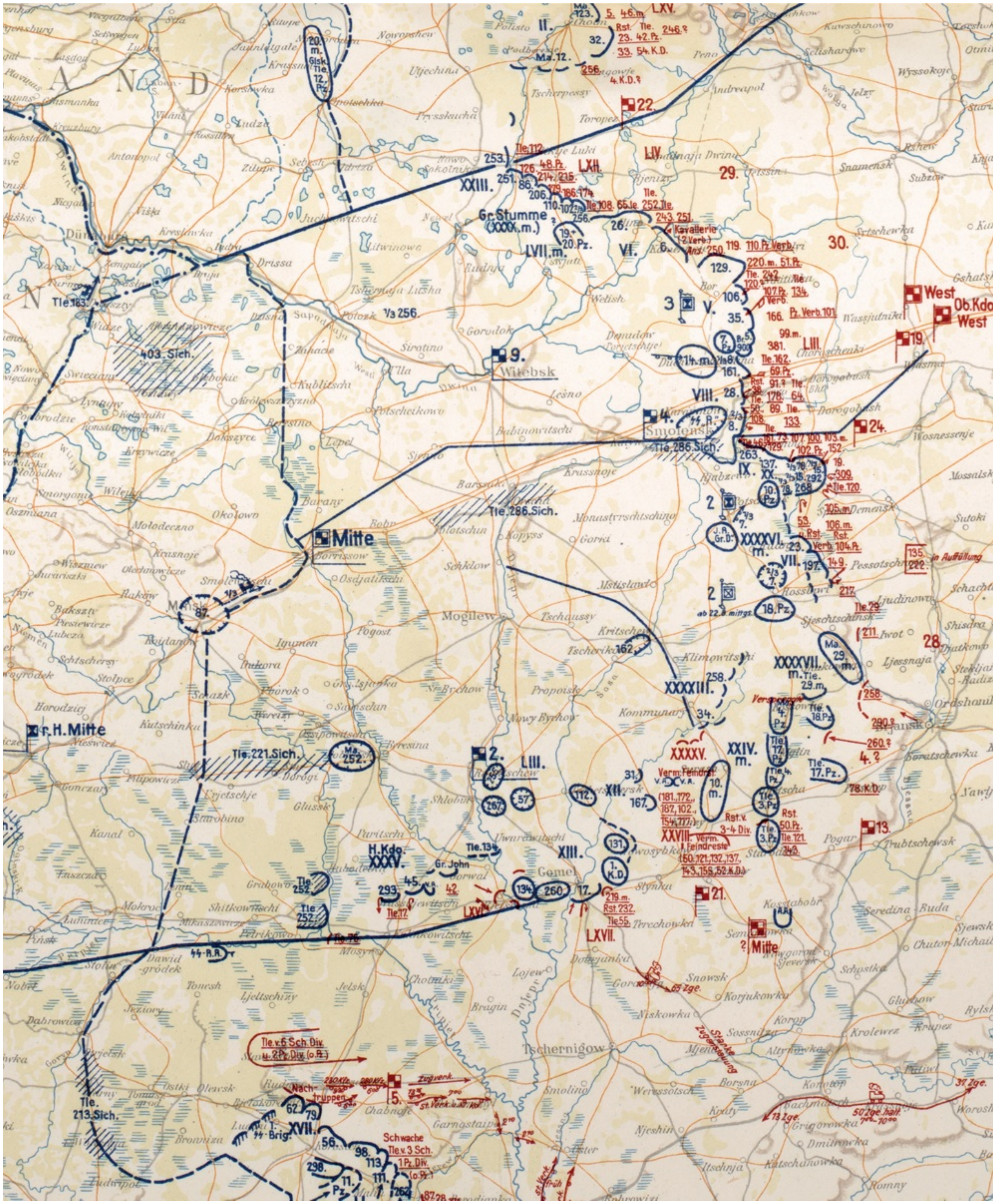
Timoshenko's counteroffensive aimed both to exploit and halt the movement of German forces towards Army Group Centre's southern wing, where the Central Front was rapidly slipping towards disaster. Its right flank had effectively been 'in the air' since the Germans took Roslavl. On 14 August, the Germans finished mopping up the Krichev Pocket. The 21st Army was also in trouble. Weichs' 2. Armee retook Zhlobin on 14 August, recaptured Rogachev the following day, and pocketed the 63rd Rifle Corps east of the city. Stalin helped seal its doom by refusing to allow a retreat south towards Gomel. The weak 3rd Army, which was screening the Central Front's open left flank west of the Dnieper, could do nothing to help its neighbour.

On 14 August, Stavka had created the Bryansk Front under Eremenko to close the widening gap between the Central and Reserve Fronts. To do this, he initially had only the battered 13th Army and the raw 50th Army. Yet, the mission would have been easily accomplished if Guderian had got his way, because he argued strongly against sending his XXIV Armeekorps (mot) further south. This was one argument with OKH that Guderian lost. Since the corps' left flank would be exposed as it advanced, the XXXXVII Armeekorps (mot) – with the 17. Panzer Division and 29. Infanterie Division (mot) – provided cover on the east by attacking towards Bryansk and Pochep.

With the 2. Armee's infantry bearing down on his left and Guderian's mobile formations attacking his right, the 13th Army's commander, General Konstantin Golubev, ordered a retreat to Unecha, 70 miles (115 kilometres) east-northeast of Gomel. Some of his fleeing units ran into the 4. Panzer Division and delayed its advance. Guderian was upset, since he had expected that the 2. Armee would eliminate the problem quickly by taking Gomel.

However, on 17 August, many of Weichs' divisions still were tied down eliminating the pocket east of Rogachev. The 50,000 trapped Red Army troops offered fierce resistance and continually tried to break out – and some succeeded.

ARMY GROUP CENTRE
21 AUGUST



II.
LXV.
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XXIII.
LXII.
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Gr. Stumme (XXXX.m.)
LVII.m.
VI.
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West
Ob.Kdo West
19
9.
Witebsk
Drissa
Tle.183.
403. Sich.
VIII
LIII.
4
Smolensk
Tle.286.Sich.
24
IX.
XX
2
XXXXVI. m.
VII.
Mitte
Borrissow
Minsk
Mogilew
Dnjepr
Tschaussy
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XXXXVII. m.
28.
Roslawl
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Gomel
LXVII.
21
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Pinsk
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5.
Dnjepr
Desna

The 2. Armee finished eradicating the pocket on 18 August, and the 21st Army's remnants retreated to Gomel, which fell on 20 August. The 13th Army was in full retreat trying to avoid being crushed between the 2. Armee and the

XXIV Armeekorps (mot) – which had taken Unecha. To sidestep further collisions with elements of the 13th Army, the 4. Panzer Division shifted its axis of advance east to follow through the gap behind the 3. Panzer Division. The 10. Infanterie Division (mot) advanced in echelon to the right of the two panzer divisions while the XXXXVII Armeekorps (mot) covered their left flank.

On 19 August, Eremenko tried to eliminate the German penetration at Unecha with a pincer attack by the 13th Army striking from the west and the 50th Army's 55th Cavalry Division attacking from the east, supported by all 159 of the Bryansk Front's aircraft. Although the XXIV Armeekorps (mot) was short of supplies and worn out – its divisions had not gotten a day's rest since the campaign began – the counterblow amounted to nothing because the 13th Army had lost control of its retreating units. As a result, Stalin relieved Golubev from his command. Eremenko converted the 55th Cavalry Division's attack into a raid against the XXIV Armeekorps (mot)'s lines of communication.

Timoshenko's counteroffensive against 9. Armee was far more significant. By 21 August, all six of the Western Front's armies – the 22nd, 29th, 30th, 19th, 16th, and 20th – were on the attack, but only Konev had gained much ground. His 19th Army seized a wide bridgehead across the Vop River and pushed the 161. Infanterie Division to the brink of annihilation. To retrieve the situation, Hoth's 7. Panzer Division struck back at the 19th Army's right flank on 20 August. However, Konev had anticipated a panzer counterblow at that very spot and laid an ambush with all his available armour supported by two lines of dug-in infantry and antitank guns. These repelled the counterattack in two days of intense fighting that cost the 7. Panzer Division 30 tanks destroyed and many more damaged.

Timoshenko had an opportunity to crush the VI Armeekorps, whose 6. and 26. Infanterie Divisions were outnumbered 4-to-1 by Maslennikov's 29th Army and the 22nd Army's left wing. Moreover, 3,000 troopers of the 50th and 53rd Cavalry Divisions led by General Lev Dovator had slipped through the front and were raiding 9. Armee's rear areas. Yet, unbeknownst to Timoshenko, Hoth was preparing to destroy the 22nd Army at Velikye Luki, then wheel right into the flank of 29th Army. General Georg Stumme – whose

XXXX Armeekorps (mot) headquarters had just arrived from Germany – would direct an offensive by the LVII Armeekorps (mot)'s 19. and 20. Panzer Divisions and four infantry divisions. Although originally scheduled to begin on 21 August, the attack was postponed due to bad weather.

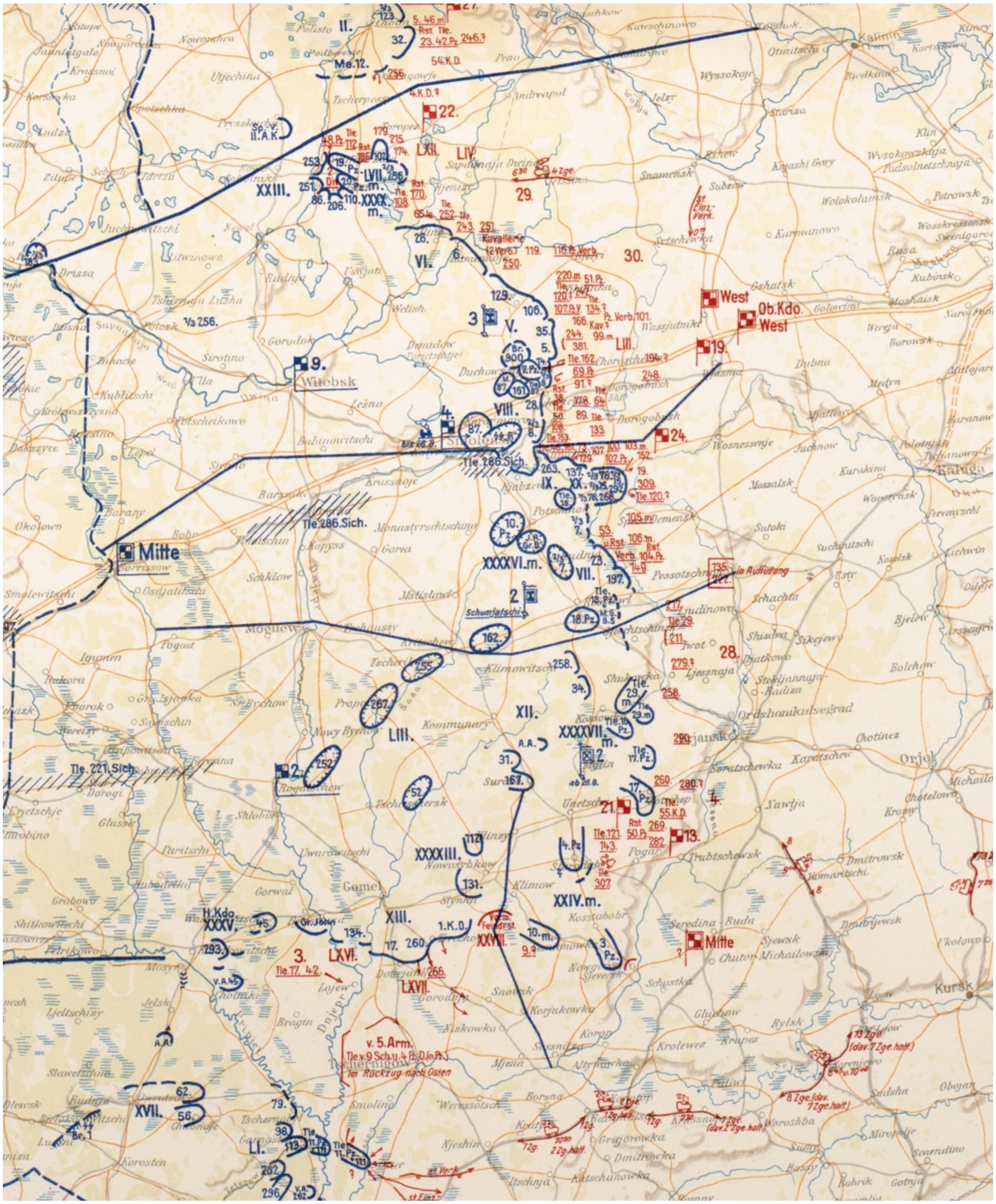
The 24th Army's daily frontal attacks at Elnya were so costly that, on 18 August, Stavka felt it necessary to have Zhukov instruct the army's commander, Major General Konstantin I. Rakutin, to mass forces on his right flank. This intervention in operational level planning did not lead to significant progress on the ground, and the battle for Elnya remained an attritional bloodbath. On 21 August, Zhukov admitted that 'the units of the Reserve Front's 24th Army in the El'nia region have completely failed to encircle and destroy the German units' and convinced Stalin to let Rakutin cease attacking for a time so he could rest, refit, reinforce, and train his exhausted units.

Meanwhile, after a month's vacillation, Hitler had finally resolved the strategic debate which had been raging in the German camp. On 18 August, OKH had made another pitch for an offensive towards Moscow, and two days later, Bock ordered Guderian to halt his advance on Pochep and prepare to reassemble his motorized corps at Roslavl to lead the attack. Hitler, on the other hand, was losing hope of achieving the Red Army's collapse, and his top priority was now to secure the economic resources Germany would need to fight a protracted war. The 14 August publication of the Atlantic Charter, which revealed that the still officially neutral United States was committed to destroying the Nazi empire, only strengthened Hitler's conviction that he had to conquer Ukraine and the Caucasus as quickly as possible.

On 21 August, OKW issued a new order which expressly rejected OKH's proposal: 'The most important missions before the onset of winter are to seize the Crimea and the industrial and coal regions of the Done, deprive the Russians of the opportunity to obtain oil from the Caucasus, and, in the north, to encircle Leningrad and line up with the Finns rather than capture Moscow.' Thus, Army Group Centre would concentrate on eliminating the Soviet forces wedged between its flanks and those of the neighbouring army groups – especially the 5th Army in the Pripet Marshes. Otherwise, it would remain on the defensive, repelling Soviet counterattacks, until the circumstances were right to resume the advance on Moscow. As OKW's order explained, 'Only by encircling Leningrad, linking up with the Finns, and destroying the Russian 5th Army can we free up forces and create prerequisites for fulfilling the missions contained in the 12 August addendum to Directive No. 34, that is a successful offensive [towards Moscow] and the destruction of Group Timoshenko.'

ARMY GROUP CENTRE

25 AUGUST


Mitte
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West
Witebsk
Smolensk
Kalinin
Kaluga
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Orjol
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Rogatschew
Mogilew
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Tle.286.Sich.
Tle.221.Sich.
v. 5.Arm.
im Rückzug nach Osten
in Aufstellung

Field Marshal Bock reconstituted Kluge's 4. Armee on 22 August and transferred the VII, IX, and XX Armeekorps to it from Armeegruppe Guderian. This reorganization aimed to allow Guderian to focus on his new offensive mission southward, which he characterized as 'criminal folly'. Guderian said as much to the sympathetic Halder during a conference at Bock's headquarters on 23 August. When the meeting wrapped up, Bock agreed that Guderian should fly back to Führer headquarters with Halder to make one last appeal for a Moscow offensive. Hitler listened patiently to Guderian's argument – which stressed Moscow's psychological importance both for German soldiers and the Soviet populace – but was not swayed. For him, economic objectives were paramount, and he even said, 'My generals know nothing about the economic aspects of war.' He gave Guderian firm orders to begin advancing towards Ukraine on 25 August.

Having lost the main argument, Guderian then convinced Hitler to commit all three of his motorized corps to the new offensive. One reason he needed all three was that many of the 2. Armee's infantry divisions were marching northeast behind his front instead of joining in the southern advance. Guderian's success earned him the animosity of Halder, who had hoped that it might yet prove possible to win the ever-fickle Führer's approval for a near-term advance on Moscow. Halder had therefore wanted to hold back the XXXXVI Armeekorps (mot) so it could strike east if Hitler changed his mind. Its presence would compensate for the departure of Hoth's XXXIX Armeekorps (mot), which was on its way to Army Group North. Speaking one to one after the conference ended, Halder verbally assaulted Guderian so bitterly the panzer general claimed the chief of staff had 'suffered a complete nervous collapse'.

It is likely that the strategic debate had been moot from the start because Army Group Centre simply lacked the logistical capability to launch a major offensive towards Moscow at that time. Due to the endless Soviet attacks, German divisions at the front were burning through ammunition at an alarming rate, invalidating German hopes that Bock could build up stockpiles for a 'big push' towards Moscow at month's end. The diversions to the north and south were much easier to supply since Hoth and Guderian were not moving much deeper into the Soviet Union than they already were, making it easier for the railheads and supply columns to keep up.

The Soviets were also reorganizing. On 24 August, Stalin abolished the Central Front and placed its remaining units under the command of

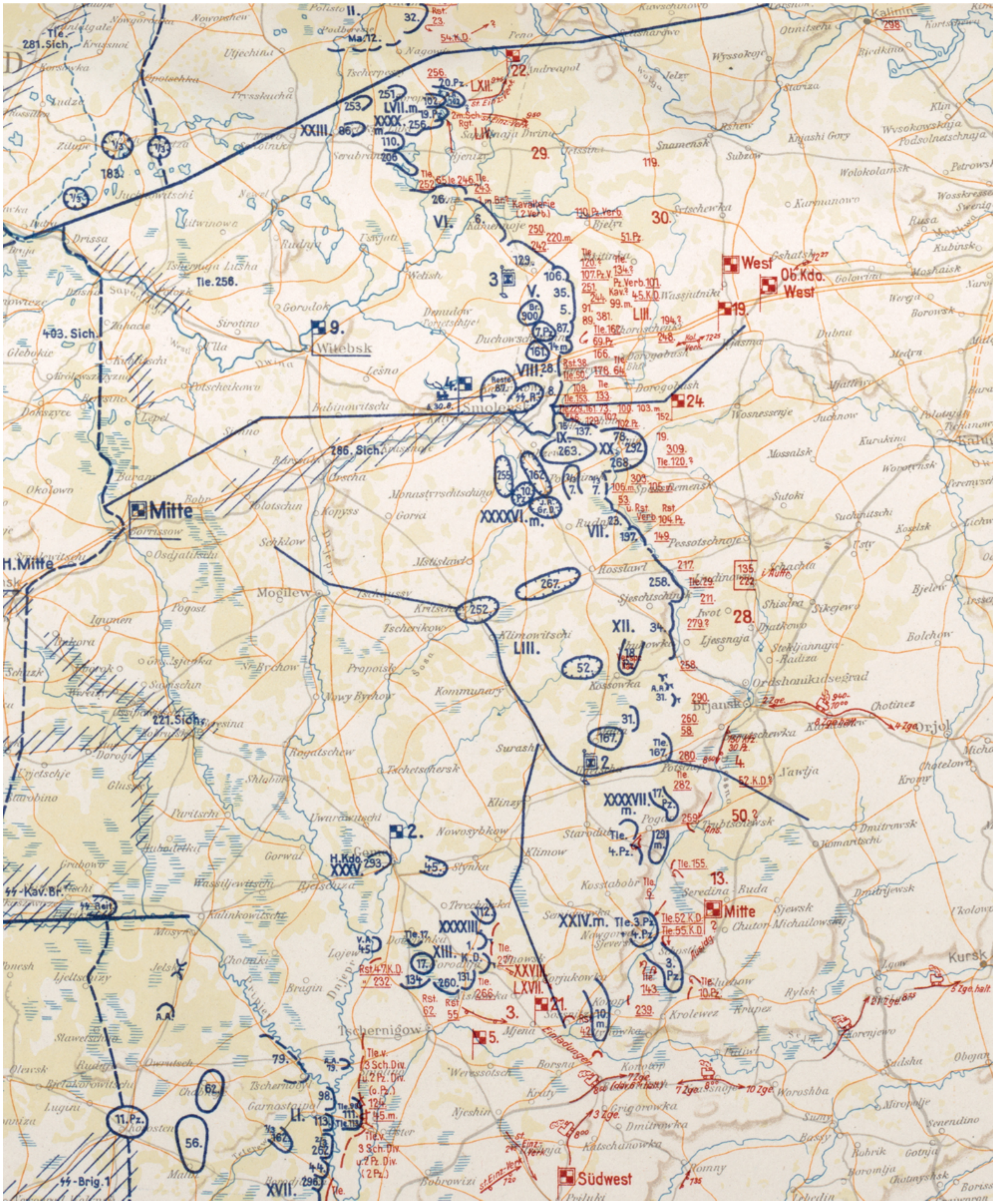
Eremenko's Bryansk Front. Stavka simultaneously disbanded the 3rd Army and folded its remnants into the 21st Army. Establishing unity of command over the Red Army formations opposing the southward advance of Army Group Centre's right wing seemed to make sense. Yet, Eremenko really had two separate and distinct missions that drew his attention in different directions – halting Bock's plunge to the south and barring an advance to the east towards Moscow. Stalin could not believe that Panzergruppe 2 was going to detour all the way down into Ukraine and was convinced that Guderian would wheel east through Bryansk. As the very name of the Bryansk Front indicated, the latter mission took precedence over the former.

Meanwhile, Army Group Centre's northern wing had also gone over to the offensive with devastating effect. Gruppe Stumme's attack on Velikye Luki, which began on 22 August, came as an utter surprise to Timoshenko, who had been fixated on his own effort to crush 9. Armee. Indeed, the 22nd Army's left wing had joined in the counteroffensive just the day before, leaving it off-balance and incapable of parrying Stumme's assault. The two panzer divisions struck side by side about 24 miles (38 kilometres) southeast of Velikye Luki, shattered the 170th and 186th Rifle Divisions in a few hours, then raced north over 12 miles (20 kilometres) to cut the main road from Velikye Luki to Toropets.

Veering sharply west on 23–24 August, the panzer divisions enveloped the 22nd Army's right wing while 9. Armee's XXIII Armeekorps closed in from the south. Wehrmacht troops entered Velikye Luki the following day, sealing a pocket around about 40,000 Red Army troops. Other German units pursued the 22nd Army's shattered left wing and pressed into the flank of the 29th Army. Bock's diary entry for 24 August reads, 'This is the seventh or eighth time in this campaign that the army group has succeeded in encircling the enemy. But I'm not really happy about it, because the objective to which I have devoted all my thought, the destruction of the enemy armies, has been dropped.'

Timoshenko's counteroffensive had started to slow even before Gruppe Stumme attacked. His northern pincer, the 30th Army, never really ruptured the V Armeekorps' front. The southern pincer, the 19th Army, had done better, but the 7. Panzer Division's abortive counterattack had nonetheless disrupted Konev's offensive, giving Bock time to rush in reinforcements. By 24 August, the 14. Infanterie Division (mot) had replaced the shattered 161. Infanterie Division. Now Timoshenko had to divert some reinforcements to the Western Front's right flank to deal with the crisis at Velikye Luki. The 30th and 19th Armies nonetheless resumed attacking on 25 August.

ARMY GROUP CENTRE
29 AUGUST



Gruppe Stumme finished mopping up the Velikye Luki Pocket on 26 August, capturing 34,000 prisoners and over 300 artillery pieces – about half of the 22nd Army's initial strength. The rest of the shattered army was in total disarray and could offer no effective resistance as the 19. and 20. Panzer Divisions wheeled about and began advancing east towards the road junction at Toropets. It fell on the morning of 29 August, unhinging the Western Front's right wing.

Timoshenko was convinced, nonetheless, that he could still collapse 9. Armee's front east of Dukovshchina. General Dovator's cavalry raid through 9. Armee's rear area would divert German reserves – a mission in which it enjoyed some success. The 30th Army steadily ground down the V Armeekorps' left wing and forced its 129. Infanterie Division to withdraw from a salient on the road to Belyi. Konev's 19th Army drove V Armeekorps' right wing back 5 miles (8 kilometres) on 26–27 August. A counterattack by two regiments of the fresh 87. Infanterie Division staved off disaster on 28 August, and the fighting degenerated into a static slugging match in which superior Soviet numbers might yet prove decisive.

When OKH informed him that Hitler wanted Gruppe Stumme to join Army Group North in an assault into the Valdai Hills, Bock objected due to the deteriorating situation in 9. Armee's sector, warning 'it cannot be held in the long run if the Russians continue to attack'. Halder's diary records that Bock informed him that Army Group Centre's defences 'were near breaking point', and 'it appears now fairly certain that it will be impossible to avoid taking back [i.e., withdrawing] Ninth Army'. Bringing Gruppe Stumme back south seemed like the only possible solution, although Halder also considered evacuating the Elnya salient.

The mood in the German camp improved on 29 August as Gruppe Stumme advanced rapidly, forcing Timoshenko to continue siphoning reserves away from his own offensive. The exhausted 30th and 19th Armies could attack with only a portion of their forces and accomplished little. Halder's diary entry for the day observed, 'Relative quiet reigns on the eastern front of the army group.' Bock reckoned the front could hold out even if the Western Front continued to attack. Yet, he did not know that Timoshenko was merely regrouping for renewed assaults on 31 August which would form part of a general counteroffensive in which Zhukov's Reserve Front would also participate.

Zhukov planned to resume attacking Elnya with his 24th Army on 30 August. Since it paused attacking on 21 August, the army had received 23,000 replacements and four fresh divisions. Yet, although it included two tank and two motorized rifle divisions, the army had very few tanks – perhaps as few as 35.

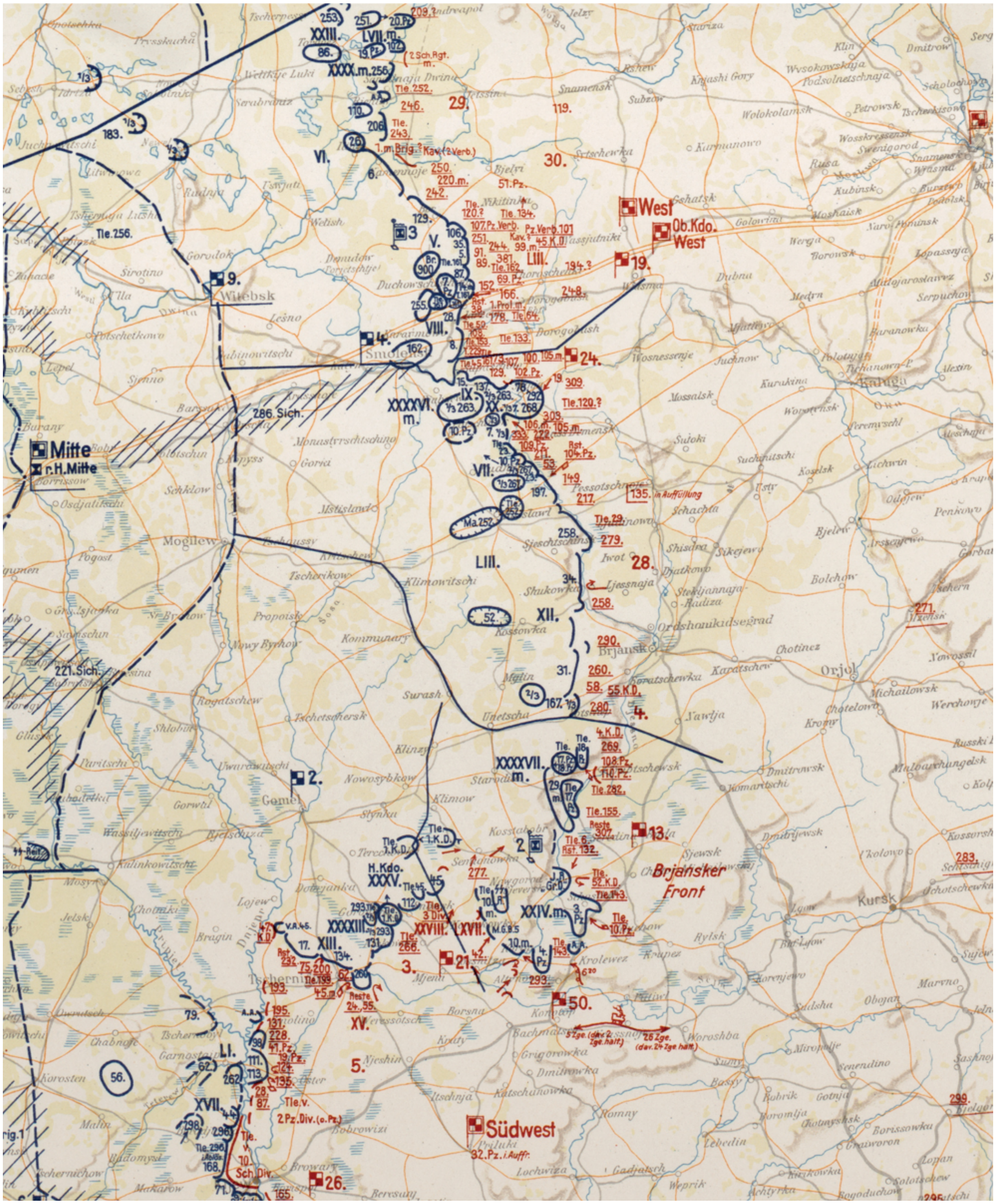
Although Hitler had promised Guderian the XXXXVI Armeekorps (mot), Bock had not allowed any of its units to start moving south by 29 August. Panzergruppe 2's advance went well nonetheless as the XXIV Armeekorps (mot) plunged south through the badly disorganized 13th Army, which was trying to retreat behind the Desna. On 26 August, the 3. Panzer Division seized a bridgehead at Novgorod-Seversky, and the 10. Infanterie Division (mot) grabbed another at Korop several days later.

These penetrations split the Bryansk Front in two. To the east, Eremenko had the 50th Army, the 3rd Army (hastily reconstituted yet again), and the remnants of the hard-luck 13th Army. To the west, he had the 21st Army and some former 13th Army troops who had not been able to escape eastward. The gap between the Bryansk Front's two wings exposed the rear of the entire Southwestern Front, which was defending the huge Kiev salient wedged between Army Groups Centre and South. To deal with the threat, Stavka had begun assembling the new 40th Army in front of the XXIV Armeekorps (mot) on 25 August using units stripped from the Southwestern Front's 26th and 37th Armies. Although the 40th Army's assigned sector lay in the middle of Eremenko's Bryansk Front, it took its orders from the Southwestern Front. This violated the principle of unity of command and greatly complicated the mission of halting Guderian's southern advance.

Stalin and Stavka did not perceive the full extent of the danger that existed in the gap because they remained convinced that Panzergruppe 2 was about to wheel northeast towards Moscow – a conviction which was strengthened by Guderian's efforts to take Trubchevsk. Thus, instead of prioritizing the 40th Army for reinforcements, most went to the Bryansk Front's eastern wing. On 28 August, Eremenko also received the 'Reserve Air Group of the Supreme Command' which was to launch a massive 'air offensive' on 30 August.

The 40th Army began counterattacking from the south and west on 29 August, and even its weak forces proved sufficient – for the moment – to halt the XXIV Armeekorps (mot)'s advance. The German corps was short of fuel and, after nine weeks of ceaseless operations, its divisions were exhausted and only a small fraction of its tanks were still operational. Three depleted infantry divisions of the 13th Army simultaneously hit the badly overextended XXXXVII Armeekorps (mot), which was guarding Guderian's long left flank with just two mobile divisions. The 17. Panzer Division's sector alone was nearly 36 miles (60 kilometres) wide, but the weak and hastily planned Soviet counterattack failed nonetheless.

ARMY GROUP CENTRE
2 SEPTEMBER



Up on Army Group Centre's extreme northern wing, the LVII Armeekorps (mot) concluded its Velikye Luki offensive when it reached the Western Dvina River on 1 September.

The Soviet fronts opposing Army Group Centre launched a general counteroffensive in the last days of August and the first few of September. Zhukov's Reserve Front struck first on 30 August. The 24th Army launched a concentric assault on Elnya with 11 divisions, but its leadership and tactics were poor, and progress was painfully slow. Bock nonetheless had to commit several detached infantry regiments and a battlegroup of the 10. Panzer Division to weather the crisis – prompting him to write, 'Here is proof that I cannot give more forces to Guderian without endangering my eastern front.' Since encirclement remained a very real possibility and the 24th Army's continuing attacks were bleeding the defenders white, on 2 September, Bock decided to abandon the salient to preserve his strength for an eventual Moscow offensive.

Zhukov's 43rd Army simultaneously thrust towards Roslavl. Although it seized a bridgehead across the Desna River about 20 miles (32 kilometres) south of Elnya, a counterattack by the bulk of the 10. Panzer Division quickly crushed it. Thereafter, the 43rd Army's attacks were so ineffectual that Bock described them merely as 'scouting raids on 4. Armee's southern wing'.

Timoshenko's Western Front attacked on 1 September. The 30th and 20th Armies gained no ground, and the 19th Army made little progress. However, Rokossovsky's 16th Army drove back the l4. Infanterie Division (mot) and 28. Infanterie Division, and seized a bridgehead across the Vop River. This attack in a previously quiet sector surprised Bock, who reported, 'if he [Rokossovsky] keeps at it, we could end up in a fine mess'. General Strauss had to shore up the line with the decimated 161. Infanterie Division and a 7. Panzer Division battlegroup. Dovator's cavalrymen returned to Soviet lines on 2 September.

The Bryansk Front was something of a last-minute addition to the counteroffensive. Eremenko was about to launch a major counterattack targeting Guderian's Panzergruppe 2 when, on 29 August, Stavka ordered him also to attack towards Roslavl with the 50th Army. Eremenko objected that he lacked sufficient strength to launch two separate offensives, but Stalin insisted. In his memoirs, Eremenko blamed Zhukov, who presumably wanted to divert German reserves away from his 43rd Army's own attack. As it happened, the 50th Army was not ready to strike until 2 September. It seized a 5-mile-wide

(8-kilometre) bridgehead across the Desna, but the XI Armeekorps sealed it off with local reserves.

Eremenko aimed to destroy Guderian with a concentric attack from the east by the 3rd and 13th Armies, and from the southwest by the 21st Army. He hoped that the Southwestern Front's 40th Army would also hit Guderian from the south. The Bryansk Front was superior in manpower, but far inferior in tactics, leadership, and experience, and its threadbare 13th and 21st Armies were really in no shape to attack. Stalin was counting on massed airpower to compensate for the Bryansk Front's weakness on the ground. According to Eremenko, the Red Air Force would fly 1,200 sorties in support of his forces on 31 August alone, but the 'air offensive' proved far less effective than Stalin had hoped.

Eremenko's concentric attacks further dispersed the Bryansk Front's limited strength. The 3rd Army struck with just two rifle divisions, and elements of the 167. Infanterie and 18. Panzer Divisions soon halted their advance in front of Pochep. The 13th Army attacked in an overly wide 24-mile (40-kilometre) sector with four weak divisions and its assaults failed everywhere. On its right wing, a hastily assembled mobile group led by Eremenko's deputy, Major General Arkady N. Ermakov, launched the Bryansk Front's main attack. Ermakov had the 108th Tank Division, the 141st Tank Brigade, and the 4th Cavalry Division with 92–126 tanks, including dozens of KVs and T-34s. Yet, due to poor reconnaissance, the 17. Panzer Division – variously credited by different sources with 50–120 operational tanks – ambushed the 108th Tank Division, then counterattacked and surrounded it. The 41st Tank Brigade came to the rescue but found itself locked in combat with elements of the 18. Panzer Division.

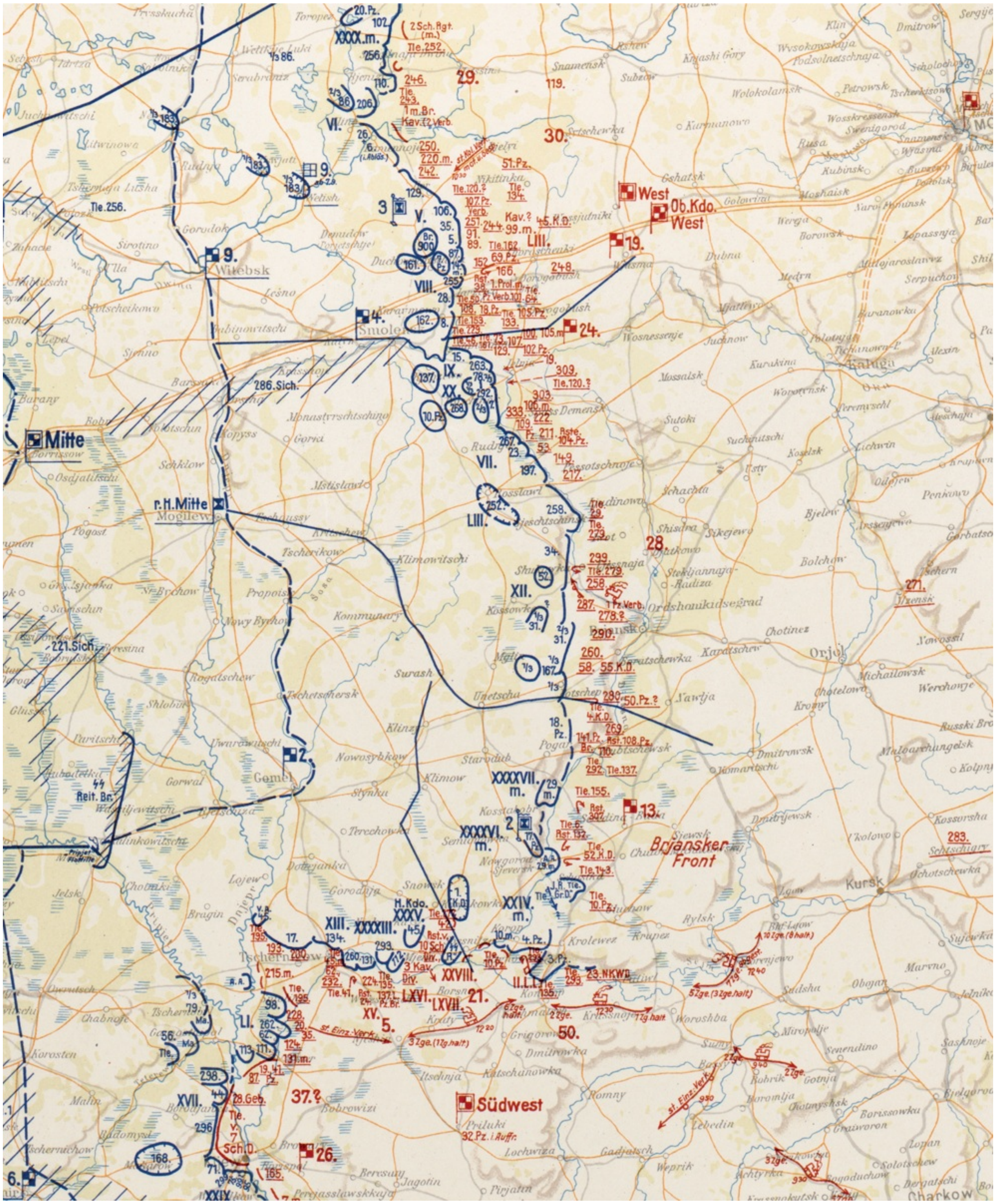
The 40th Army counterattacked the XXIV Armeekorps (mot) head-on as Eremenko hoped it would. On 31 August, it launched a pincer attack on Korop which drove the 10. Infanterie Division (mot) back across the river. Meanwhile, the 21st Army assailed the division's long western flank north of the Desna, and only the commitment of its field bakery company to combat staved off disaster. Other elements of the 21st Army infiltrated into the gap between the 2. Armee and Panzergruppe 2.

Although Eremenko's concentric attacks had hardly destroyed Panzergruppe 2, they did halt Guderian's advance and proved that he needed reinforcements from the XXXXVI Armeekorps (mot). Bock kept the 10. Panzer Division in reserve near Elnya but sent the Grossdeutschland Regiment and the SS Das Reich Division south. The corps headquarters followed a few days later. Thanks largely to these reinforcements, the XXIV Armeekorps (mot) drove back the 40th Army's right wing on 2 September.

OKH had decided to shift the 2. Armee northeast to Army Group Centre's main front, where many of its divisions had already gone. Thus, on 30 August, it informed Weichs that those divisions which went south of the Desna would fall under Guderian's command.

ARMY GROUP CENTRE

6 SEPTEMBER



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Brjansk
Konotop
Romny
Priluki
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Rylsk
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Starodub
Klinzy
Unetscha
Surash
Kritschew
Tschaussy
Orscha
Borissow
Schklow
Rudnja
Dorogobush
Jelnja
Kirow
Shisdra
Suchinitschi
Dmitrowsk
Lgow
Kolpny
Tula
Serpuchow
Malojaroslawez
Moshaisk
Wolokolamsk
Rshew
Toropez
Welikije Luki
Newel
Polotsk
Lepel
Gorodok
Nowgorod Sewersk
Gluchow
Krolewez
Tschernigow
Korosten
Malin
Radomyschl
Borodjanka
Ostjor
Pirjatin
Lochwiza
Gadjatsch
Achtyrka
Bogoduchow
Obojan
Belgorod
Sudsha
Lebedin
Bobrowiza
Jagotin
Perejasslaw
Dnjepr

Timoshenko's Dukovshchina offensive continued. On 3 September, Konev and Rokossovsky pitted roughly 55,000 troops and 80 tanks of their 19th and 16th Armies against the 20,000 Germans of VIII Armeekorps who had almost no armour. They pushed the 14. Infanterie Division (mot) and 28. Infanterie Division to the breaking point, but the fresh German 255. Infanterie Division and a battlegroup of the 7. Panzer Division saved them from disaster. The 30th and 20th Armies' offensives on the northern and southern wings of the main effort were bloody failures and, on 5 September, Timoshenko had to order them to go over to the defensive.

Despite Timoshenko's continuing attacks on 9. Armee, Hitler insisted on loaning the LVII Armeekorps (mot) to Army Group North for an attack on the Valdai Hills. By 6 September, the 19. Panzer Division was well on its way, but the 20. Panzer Division had just begun to move.

Kluge ordered his XX Armeekorps to conduct a phased withdrawal from the Elnya salient over the course of three successive nights starting on the night of 3–4 September. Although the 24th Army continued to batter away at the defenders, it lacked air and armour support, and its tactics were crude. The German withdrawal went smoothly, and the encirclement Zhukov was hoping to achieve never took place. Yet, Elnya was still a victory for the Red Army, which pushed back a strong German force and retook territory of considerable importance. The victory had cost the 24th Army about 60,000 casualties, but German losses were also heavy – totalling perhaps 20,000 men over the course of the 50-day battle.

Stalin, disappointed by the failure of the Bryansk Front's offensive towards Pochep and Starodub, ominously told Eremenko, 'The entire Stavka is dissatisfied with your work' and insisted that he attack again. Eremenko complied, although his main offensive instrument – Mobile Group Ermakov – was in no shape to participate. Colonel Sergei A. Ivanov's 108th Tank Division was surrounded, and the 4th Cavalry Division and 141st Tank Brigade were being ground down by the 17. and 18. Panzer Divisions. When Ivanov's division finally escaped from the trap, it had only 11 tanks and 1,200 men left.

The relatively strong 50th Army expanded its bridgehead across the Desna to a depth of 6 miles (10 kilometres) but could not achieve a breakthrough. The 3rd and 13th Armies were now so weak that their assaults became pointless and virtually suicidal. Indeed, the 13th Army was so impotent that XXXXVII Armeekorps (mot)'s 29. Infanterie Division (mot) and elements of the 17. Panzer Division crossed the Desna below Trubchevsk and smashed its right flank. Guderian intended for the corps to advance down the left bank of the Desna and come up alongside the XXIV Armeekorps (mot). However, OKW and OKH feared that heavy fighting east of the river would slow the corps' advance and insisted that it return to the western side and follow behind the XXIV Armeekorps (mot) through territory which had already been conquered. It re-crossed the river on 5 September.

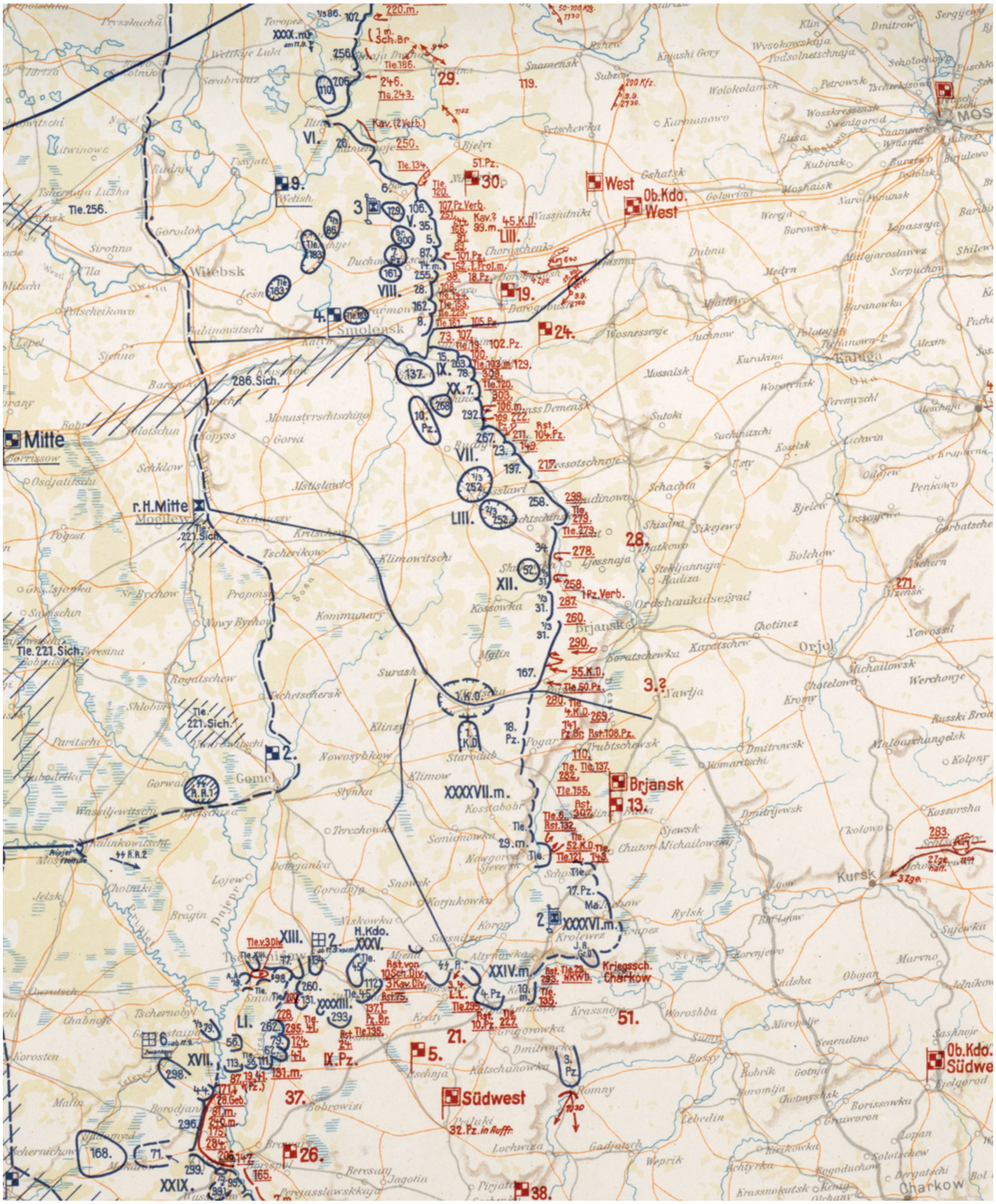
Guderian was incensed by this interference, but it did not prevent the XXIV Armeekorps (mot) from renewing its drive south on 4 September. The 3. and 4. Panzer Divisions, the 10. Motorized Infanterie Divisions (mot), and the SS Das Reich Division attacked in line abreast. They quickly shattered the 40th Army's defences and, the next day, it began retreating south to the Sejm River.

The XXIV Armeekorps (mot)'s attack also endangered General Fyodor Kuznetsov's 21st Army. It had been attacking to the northeast, but the 1. Kavallerie Division closed the gap between the 2. Armee and Panzergruppe 2, and the SS Das Reich Division's advance caved in the army's right flank. On 5 September, Kuznetsov ordered a retreat behind the Desna and by nightfall the following day, the 21st Army was squeezed into a dangerously elongated bridgehead north of the river. Since there was now no hope of it linking up with the rest of the Bryansk Front, Stavka transferred the 21st Army to the Southwestern Front.

Hitler was happy with the success of the operations on Army Group Centre's flanks. Thus, on 6 September, he issued Führer Directive No. 35, which stated that the success of operations against Leningrad and between the flanks of Army Groups Centre and South 'have created prerequisites for the conduct of a decisive operation against Army Group Timoshenko, which is unsuccessfully conducting offensive operations in front of Army Group Centre. It must be destroyed decisively before the onset of winter.' To ensure that this decisive offensive succeeded, Hitler planned to reinforce Army Group Centre with the fresh 2. and 5. Panzer Divisions from OKH's reserves in Germany and to switch the VIII Fliegerkorps back from Army Group North. He also stipulated that the neighbouring army groups cover Army Group Centre's flanks by launching supporting attacks to the north and south.

Before the Moscow offensive could begin, Army Groups Centre and South first had to crush the Southwestern Front in the huge Kiev salient jutting west between them. That mission would have to be achieved quickly so that both the 2. Armee and Panzergruppe 2 could subsequently join in the attack on Timoshenko's Western Strategic Direction.

ARMY GROUP CENTRE
10 SEPTEMBER



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Having recaptured Elnya, the Reserve Front ceased its offensive on 7 September, and Stavka ordered Zhukov to return the 100th and 127th Rifle Divisions to its general reserves. They would soon become among the very first

Red Army units awarded the coveted 'Guards' designation. On 10 September, Stavka ordered Timoshenko to halt his offensive as well.

> The prolonged offensive by Western Front forces on the well dug-in enemy has led to heavy losses. The enemy has withdrawn to prepared defensive positions, and our units are being forced to gnaw their way through them. The Stavka order that you cease further attacks on the enemy, go over to the defence, firmly dig in, and withdraw 6–7 divisions into reserve at the expense of secondary axes.

This marked the end of a series of four Soviet counteroffensives against Army Group Centre which had begun on 13 July. They had halted Bock's advance, disrupted German strategy, retaken Elnya, driven the 9. Armee back on a broad front, and pushed it to the breaking point on several occasions. Yet, apart from Elnya, the offensives had failed to take any of their objectives and been ruinously costly. According to historian David Glantz, the Western, Reserve, and Bryansk Fronts suffered 760,000 casualties from 10 July to 10 September. The counteroffensives were so costly because tanks were in short supply, armour and artillery coordination was poor, and tactics were crude since novice commanders and untrained troops could do little more than launch suicidal massed frontal attacks. The Red Army could ultimately replace these losses, but there would not be enough time to rebuild the weakened Western and Reserve Fronts before Operation *Typhoon* – the German Moscow offensive – began.

Army Group Centre's casualties were much lower – perhaps 115,500 – but could not be entirely replaced and significantly degraded its offensive potential and staying power. Five divisions which had borne the brunt of the Western Front's counteroffensives would mostly sit out Operation *Typhoon* – 5., 8., 28., and 161. Infanterie Divisions, and the 14. Infanterie Division (mot). In November, the first three would all return to Germany to be rebuilt as two-regiment *Jäger* ('Light') divisions. None of them would return to the Eastern Front until 1942.

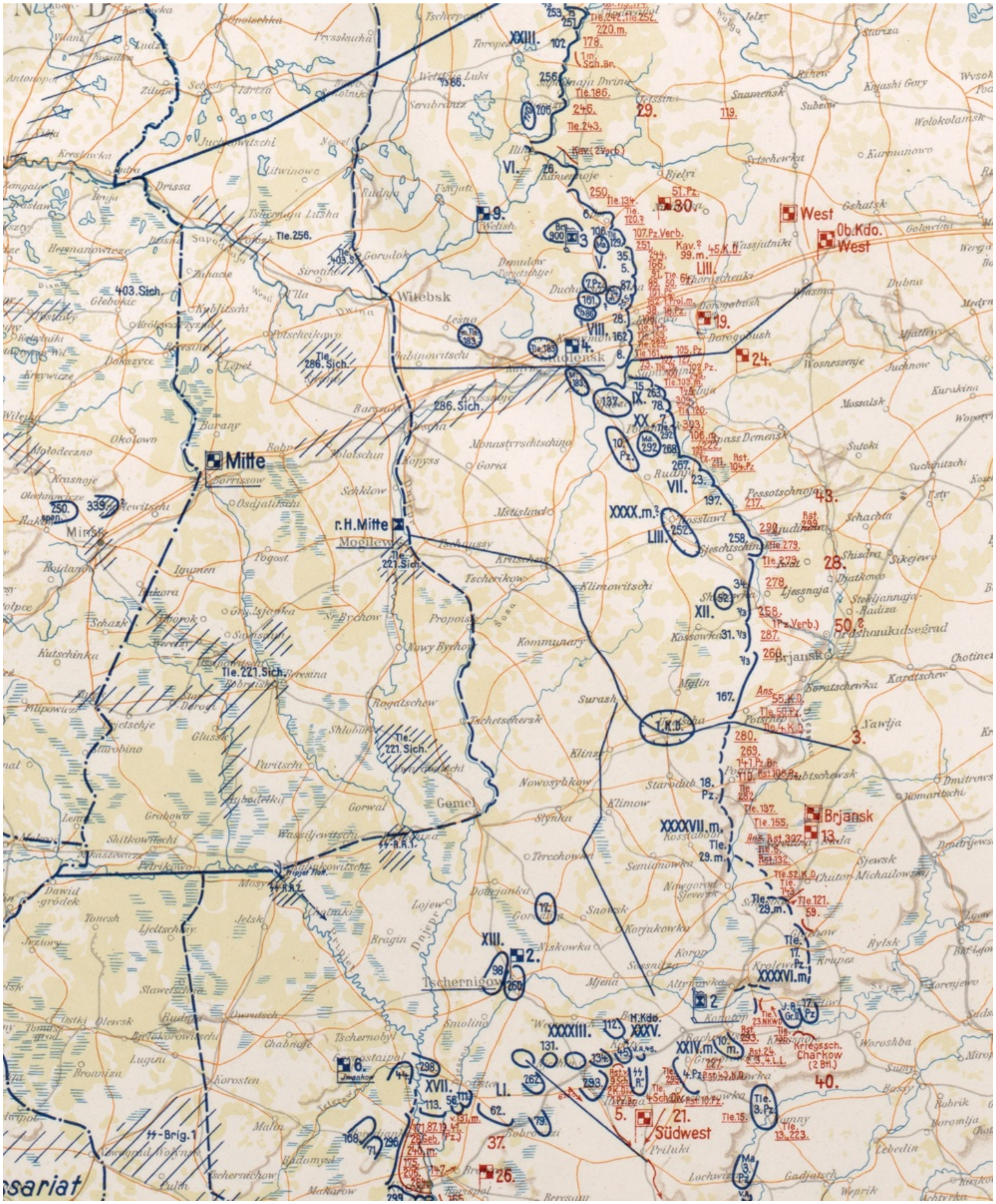
While the Western and Reserve Fronts enjoyed a badly needed rest, Eremenko's even more debilitated Bryansk Front remained on the offensive trying to halt Guderian's drive south. It was quite hopeless. The 13th Army's right wing reoccupied the left bank of the Desna where the XXXXVII Armeekorps (mot) had grudgingly retreated across the river. However, the 17. Panzer Division drove back the army's left wing and captured the important road junction at Glukhov on 9 September. Further north, the 3rd Army was digging in and repelling German attacks, while the 50th Army's offensive bogged down into back-and-forth attacks and counterattacks to capture or recover individual strongpoints.

The Southwestern Front was in even worse shape, since the Germans were driving back its entire northern wing in disarray. The XXIV Armeekorps (mot) breached the 40th Army's new defensive position on 7 September by capturing a bridgehead across the Sejm River. Three days later, the 3. Panzer Division achieved a clean breakthrough and raced 37 miles (60 kilometres) south to Romny. Further west, German infantry divisions had crossed the Desna on a wide front, and the 21st Army's left wing was being squeezed between 2. Armee's XXXXIII Armeekorps and the LI Armeekorps of Army Group South's 6. Armee.

The entire LVII Armeekorps (mot) was now fighting in Army Group North's sector and General Strauss had dissolved Gruppe Stumme. General Stumme's XXXX Armeekorps (mot)'s headquarters was now moving south behind the 9. Armee.

ARMY GROUP CENTRE

14 SEPTEMBER



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On 11 September, an unnatural calm settled over the fronts of Army Group Centre’s 9. and 4. Armees as the Western and Reserve Fronts finally ceased attacking and shifted over to the defence. As this section of the front fell quiet, Stalin immediately found other employment for his two most successful commanders. That same day, Stavka ordered Zhukov to take command of the Leningrad Front, which had been pushed back to the very suburbs of the city and seemed on the verge of collapse. Konev, who had done well commanding the 19th Army, took over the Western Front. Timoshenko also got a new job, replacing Marshal Semyon Budenny as commander of the Southwestern Strategic Direction, which was slipping towards disaster as Army Group Centre's Panzergruppe 2 and Army Group South's Panzergruppe 1 closed in behind it. Budenny took over the Reserve Front.

Although the Bryansk Front was far weaker than either Timoshenko's or Zhukov's former commands, it did not get a respite. Indeed, on 12 September Stavka ordered Eremenko to:

> Finish with the enemy groups in the Shostka, Glukhov, Putivl and Konotop Region [i.e., all the territory Guderian had taken south of the Desna] in a firm and most decisive manner and link up with the Southwestern Front's forces. To do so you are authorized to halt your offensive along the Roslavl axis and reinforce the 13th Army at the expense of the 50th Army by transferring tank units to the 13th Army. It is desirable that you complete the operation and fully liquidate the gap between the Bryansk and Southwestern Fronts not later than 18 September.

Although the new order allowed Eremenko to concentrate on a single axis of attack, it was still utterly absurd. The severely battered 13th Army was obviously incapable of destroying the bulk of Guderian's Panzergruppe 2 even if it was reinforced by armour transferred from the 50th Army. Indeed, before the 13th Army could achieve any kind of tactical – much less strategic – success, it needed an extended period of rest to absorb masses of additional manpower and equipment. Instead, Stavka ordered it to launch the new offensive on 14 September after just two days of preparation. The XXXXVI and XXXXVII Armeekorps (mot) predictably had little problem repelling its attacks.

Yet, Guderian was rightly concerned about the corps' 143-mile-long (230-kilometre) front between Pochep and Putivl, which they were defending with a mere three mobile divisions that were largely immobilized by rain and mud. He asked for infantry to replace the 18. Panzer Division, but Bock refused the request. This severely overextended sector accordingly remained vulnerable to a powerful Soviet counterattack – if the 3rd and/or 13th Armies became capable of mounting one.

While most of Army Group Centre's Eastern Front had gone quiet, its entire southern wing was in motion, pursuing the retreating 5th, 21st, and 40th Armies. By now, the Soviet forces in the region south of the Desna had no coherent defensive line because German advances on multiple axes had shattered the front in many places. The most dangerous of all, from Timoshenko's perspective, was the XXIV Armeekorps (mot), whose weak 3. Panzer Division continued its drive into the rear of the Southwestern Front. By 14 September, it was on the verge of linking up with elements of Army Group South's Panzergruppe 1.

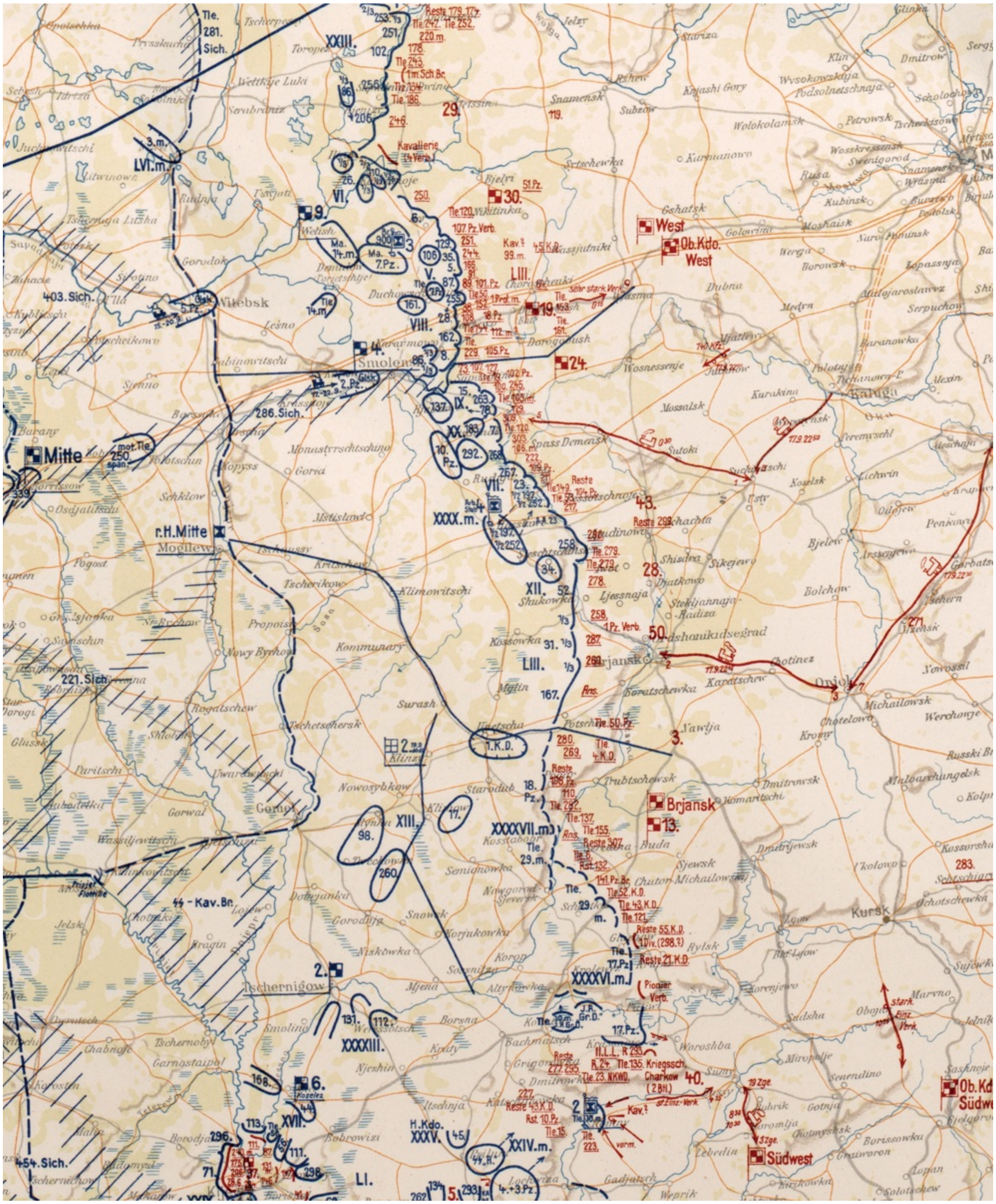
The pause in major battles in their sectors finally gave 9. and 4. Armees an opportunity to start amassing supplies at the front. They still found that exceedingly difficult to accomplish due to transport problems. Since only a small fraction of the required trains were reaching the railheads each day, the armies had to bring supplies forward by truck. However, OKH had ordered Bock to transfer *Grosstransportraum* trucks with a cargo capacity of 5,000 tonnes to Army Group South in late August. Then, starting on 13 September, a week of heavy rain slowed supply traffic to a crawl on the dirt roads that constituted most of Army Group Centre's supply routes. The sole exception was the paved Moscow–Minsk motor highway, which was swiftly deteriorating due to overuse. On 14 September, 9. Armee complained that its transport 'was insufficient to support the coming operations' towards Moscow. 4. Armee's commander, Field Marshal von Kluge, reported:

> [T]he army is almost completely dependent on the railways. At the moment … [they] meet current consumption only. The [motor vehicle] transport situation did not so far allow the establishment of depots sufficiently large to enable the troops to receive what they need in accordance with the tactical situation. The Army lives from hand to mouth, especially as regards the fuel situation.

If Hitler had ordered Army Group Centre to push on towards Moscow in late August, he surely would not have stripped it of 5,000 tonnes of motor transport. However, even when those trucks were still available to Bock, Timoshenko's relentless counteroffensives had ensured that supply dumps near the front remained nearly empty. Building up the stockpiles necessary to support a deep advance to Moscow could not really begin until after the Soviet counteroffensives finally ended on 11 September.

ARMY GROUP CENTRE

18 SEPTEMBER



Most of Army Group Centre's front remained quiet as both sides refrained from attacking, and the Germans refitted and reorganized in preparation for Operation *Typhoon*. The 2. and 5. Panzer Divisions were arriving by rail from

Germany, and the Spanish 250. Infanterie Division was marching into Army Group Centre's rear area. The 2. Armee was shifting its headquarters and infantry divisions northeast, while the 9. and 4. Armees had begun pulling some of their infantry divisions out of the line to refit. 4. Armee had withdrawn half of the 197. and 252. Infanterie Divisions from the front and was about to rotate them with the other half of the two divisions.

Army Group North was under orders to transfer three of its four motorized corps to Bock for the Moscow offensive. The LVI Armeekorps (mot)'s headquarters and 3. Infanterie Division (mot) had already entered Army Group Centre's sector, and the XXXXI Armeekorps (mot) had begun sending its divisions south one at a time from the front near Leningrad. The 6. Panzer Division was already well on its way by 18 September. The LVII Armeekorps (mot), which had been briefly on loan to Army Group North for the Valdai Hills offensive, was now heading back south.

Finally, an advance 'working staff' (*Arb. Stab.*) of Panzergruppe 4's headquarters had moved from outside Leningrad to Roslavl and taken control of General Stumme's recently arrived XXXX Armeekorps (mot)'s headquarters. Hitler and OKH had decided to commit three of the four panzer groups and all but three motorized corps to the Moscow offensive. Directive No. 35 had specified that Army Group Centre would form two panzer 'shock groups' – one near Roslavl and the other in 9. Armee's sector – to launch a pincer attack which would encircle the bulk of the Western and Reserve Fronts. Since Guderian's Panzergruppe 2 was unavailable to attack from Roslavl, Panzergruppe 4 would do the job.

Due to the Red Army's amazing recuperative powers, Panzergruppe 2 was still heavily engaged. Although five Soviet armies were hopelessly trapped in the Kiev Pocket, Stavka was hastily reconstituting one of them – the 21st Army – with new and transferred units to seal the yawning gap east of the German pincers. By 15 September, the 2nd Cavalry Corps – transferred from the Southern Front – the 1st and 129th Tank Brigades, and the 100th Rifle Division were all nearing the front. The 13th and 40th Armies were also receiving reinforcements and replacements.

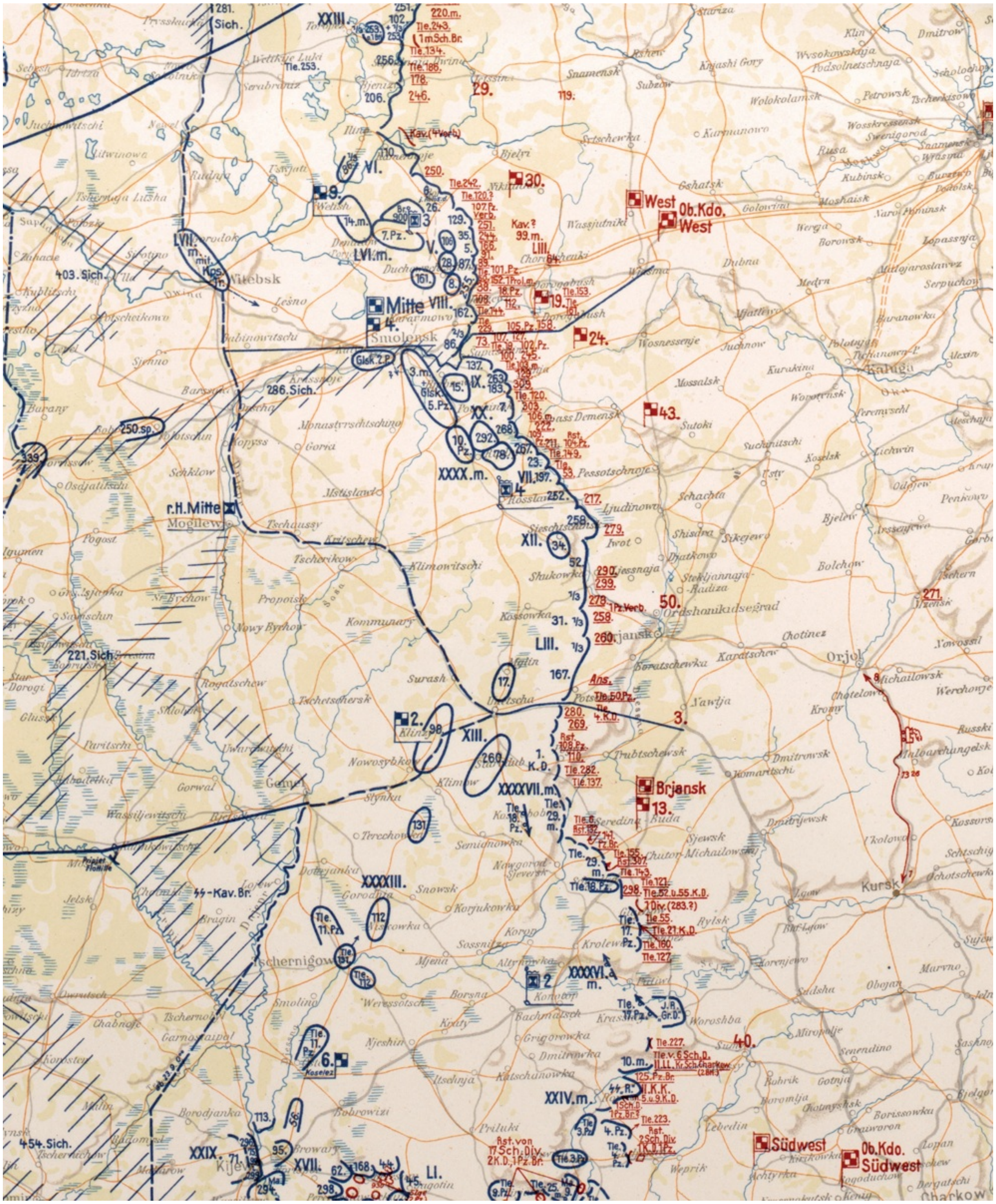
The Germans had limited awareness of this since continuing bad weather and local Soviet air superiority inhibited Luftwaffe reconnaissance. They did detect a buildup east of Novgorod-Seversky, where Ermakov's Mobile Group – reconstituted with the 21st and 55th Cavalry Divisions, the 121st and 150th Tank Brigades, and the 183rd Infantry Division – absorbed a group of two newly arrived infantry divisions led by Colonel Adrian Arkimenko.

On 17 September, the Soviets attacked Guderian's eastern flank, and the 10. Infanterie Division (mot) and the Grossdeutschland Regiment had difficulty standing their ground at Konotop. The following day, the 2nd Cavalry Corps' 9th Cavalry Division and a tank brigade assaulted Romny while the Red Air Force heavily bombed the town. Guderian, who personally witnessed the attack, wrote, 'we found ourselves in the midst of a crisis in the Romny area', since only two weak battalions of the 10. Infanterie Division (mot) and a few antiaircraft batteries were on hand to defend Panzergruppe 2's forward command post.

The 21st Army did not retake Romny that day, but the situation remained desperate for the Germans since Soviet units – albeit many of them weak and retreating – were located on all sides of the town. Guderian ordered the XXIV Armeekorps (mot) to pull the 4. Panzer Division and part of the SS Das Reich out of the line of encirclement around the Kiev Pocket and speed them back northeast to secure Romny.

ARMY GROUP CENTRE

22 SEPTEMBER



German redeployments in preparation for Operation *Typhoon* continued apace. The LVI Armeekorps (mot)'s headquarters was now under the command of Hoth's Panzergruppe 3, which included neither of its original motorized corps. The headquarters and corps troops of the LVII Armeekorps (mot) had reached Vitebsk behind 9. Armee, but were under orders to continue south to the Roslavl area to become part of Panzergruppe 4. The 2. and 5. Panzer Divisions, and the 3. Infanterie Division (mot) were headed in the same direction. The same was true of the XXXXVI Armeekorps (mot)'s headquarters, which had begun moving north from the Putivl area, and the 11. Panzer Division, transferring up from Army Group South.

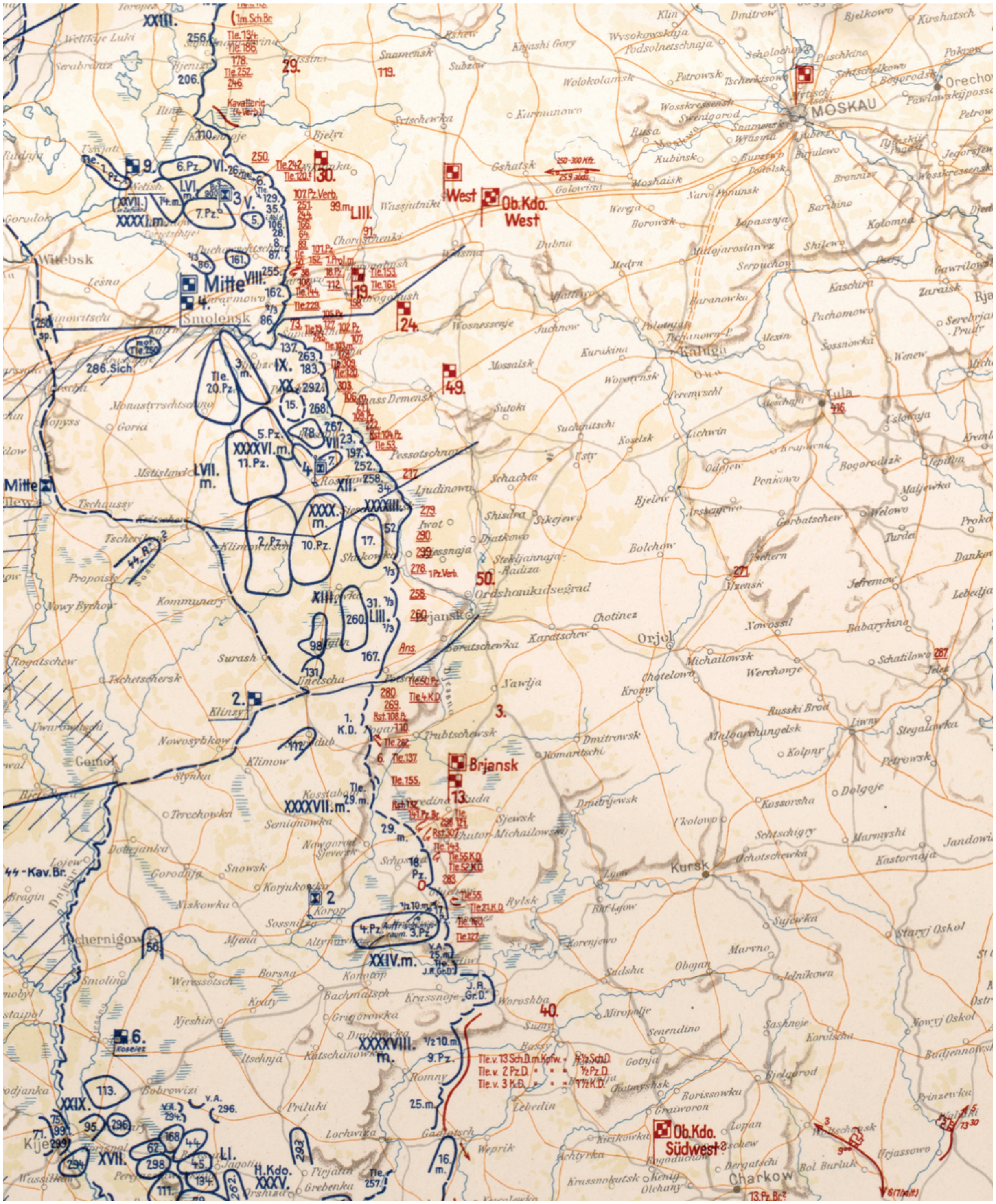
In Army Group North's sector, the XXXXI Armeekorps (mot)'s headquarters, the 1., 6., and 20. Panzer Divisions, and the 36. Infanterie Division (mot) were moving south well behind the front. All these units except the 20. Panzer Division – slated for Panzergruppe 4 – were on their way to join Panzergruppe 3. The 19. Panzer Division remained at the front attacking southeast to close the gap between Army Group North's extreme right wing and Army Group Centre's extreme left.

Army Group Centre's logistical preparations for *Typhoon* gained momentum after the weather improved on 21 September and traffic on the supply roads started flowing more easily. However, the still underperforming railways and a shortage of trucks ensured that the tonnages reaching the front-line armies were less than optimal.

The situation on Guderian's overstretched eastern wing remained tense, although the 1. Kavallerie Division had relieved the 18. Panzer Division on XXXXVII Armeekorps (mot)'s extreme left. The panzer division was moving down to bolster the corps' defences east of Novgorod-Seversky and position itself for *Typhoon*. An attack eastward from its former position would have had to cross the Sudost and Desna rivers, while a thrust northeastward from its new position would quickly reach open terrain around Orel.

On Guderian's far right wing, the 4. Panzer and SS Das Reich Divisions had quickly mastered the crisis at Romny. However, another arose at Glukhov, where Ermakov's Mobile Group, attacking from the north and northeast, partially encircled the town on 22 September. Guderian ordered the 17. Panzer Division to concentrate all its forces at Glukhov and break the encirclement.

ARMY GROUP CENTRE
26 SEPTEMBER



MOSKAU
Mitte
Smolensk
West
Ob.Kdo. West
Brjansk
Ob.Kdo. Südwest
Charkow
Kursk
Orjol
Tula
Kaluga
Witebsk

Bock's regrouping had entered its final phase. German infantry divisions, some recently transferred from the 2. Armee, were massing on 4. Armee's front between Roslavl and Elnya, and 9. Armee's eastern-facing front.

Panzergruppen 3's and 4's mobile divisions were concentrating close behind these two areas, and several more were on the way. The 19. and 20. Panzer Divisions, and the 36. Infanterie Division (mot) were coming down from Army Group North, and the SS Das Reich Division was marching northeast to join Panzergruppe 4.

Further south, the 2. Armee had assumed responsibility for a sector of the front from southeast of Roslavl to Pochep. On 23 September, Guderian began concentrating Panzergruppe 2 north of Glukhov to land *Typhoon*'s first blow. The following day, he flew to Army Group Centre's headquarters in Smolensk to attend a conference in which Halder and Brauchitsch also participated. The attendees decided to launch the main attack – Panzergruppen 3's and 4's pincer attack – on 2 October, but Guderian won approval for his plan to have Panzergruppe 2 strike on 30 September.

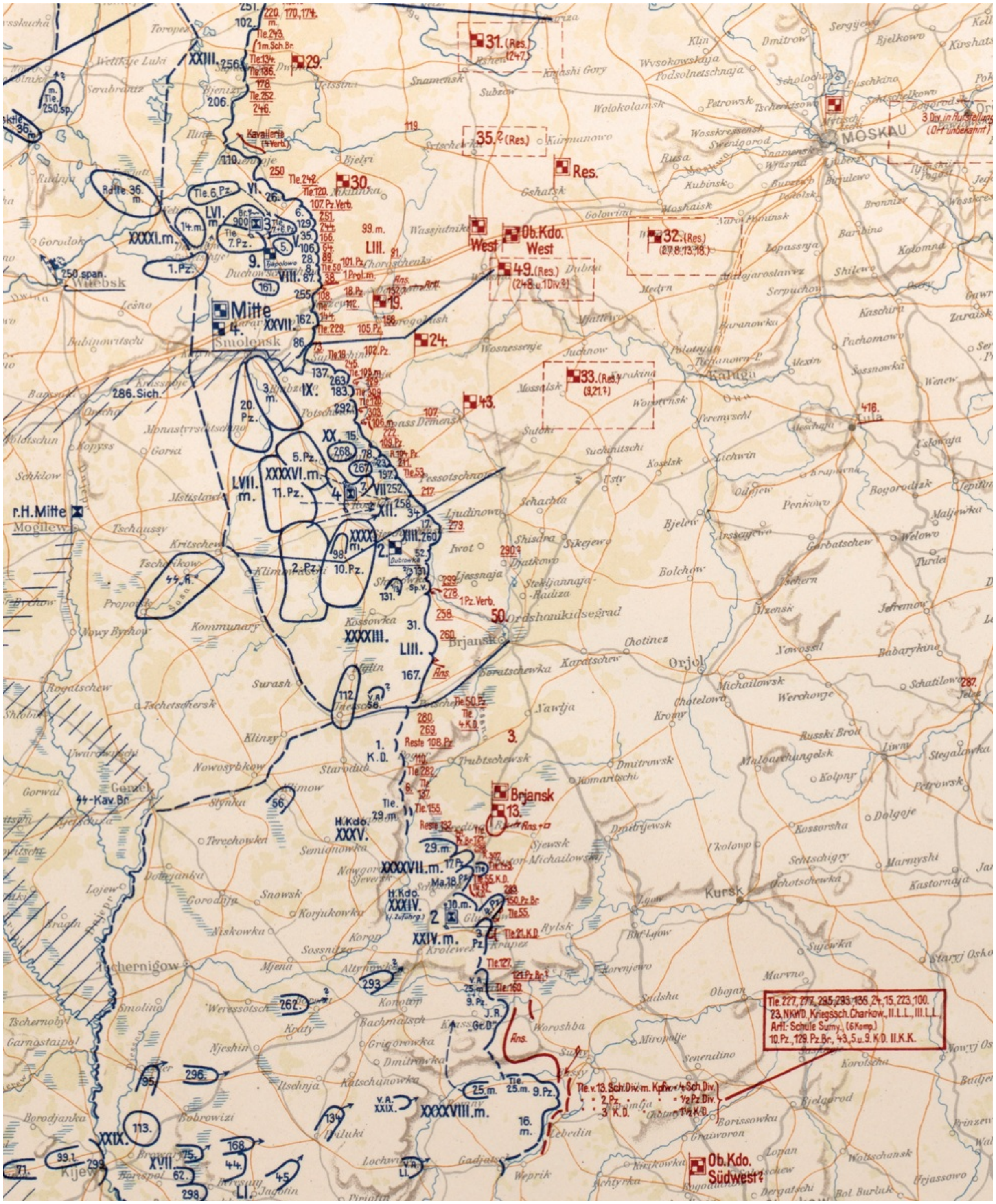
Guderian wanted to start as soon as possible because the fall muddy season (*rasputista*) was rapidly approaching. Every day of remaining good weather improved Panzergruppe 2's odds of reaching the better roads around Orel and opening the Bryansk–Orel road as a supply route, before the rains came. Its attack would also benefit from enjoying the undivided attention of the Luftwaffe. Guderian was receiving major reinforcements in the form of XXXXVIII Armeekorps (mot) – the 9. Panzer, and 16. and 25. Infanterie Divisions (mot) – shifted from Panzergruppe 1.

All these transfers left Army Group South with just two motorized corps and Army Group North with only one. The astounding thing is that, although Hitler and OKH had stripped away much of the two flanking army groups' offensive combat power, they did not alter their missions and objectives in any significant way. Army Group North was still supposed to close a tight encirclement around Leningrad – which required it to attack across the Neva River to encircle the city from the north – and thrust northeast to link up with the Finns along the Svir River. Army Group South still had to conquer Kharkov, the Donbas and Crimea, then press on towards the oilfields of the Caucasus.

These utopian plans only made sense if the Red Army – after losing half a million prisoners at Kiev – was finally at the end of its strength. That was hardly the case, as Guderian himself could attest. Fresh Soviet formations kept arriving at the front, allowing the 13th Army to launch a series of heavy attacks towards Glukhov and Novgorod-Seversky. The XXXXVII Armeekorps (mot) repelled these and inflicted highly disproportionate losses on the Soviets. Nonetheless, the repeated attacks gave the exhausted 17. and 18. Panzer Divisions and 29. Infanterie Division (mot) no rest and slowly wore down their strength. In addition, the 40th Army attacked at Byelopolye on 25 September.

Stalin and Stavka believed that Timoshenko's counteroffensives of July–September had stopped Army Group Centre cold and bled its divisions white – both notions which had at least some basis in fact. They also did not expect that the Germans would attempt another major offensive so late in the season, when the *rasputista* was just a few weeks away. Thus, when the Western Front reported that reconnaissance had discovered definite signs that Army Group Centre was preparing to go on the offensive again, it was decidedly unwelcome news. On 26 September, Stavka ordered the fronts defending Moscow to 'start a stubborn defensive' and dig in more firmly – but the directive came too late to do any good.

ARMY GROUP CENTRE
30 SEPTEMBER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Rshew
31. (Res.)
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Res.
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Ob.Kdo. West
32. (Res.)
49. (Res.)
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24.
43.
33. (Res.)
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4.
Smolensk
Witebsk
250 span.
XXIII.
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VIII.
XXXXI.m.
1.Pz.
9.
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IX.
XX
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2.
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XXXXVII.
XXXXIII.
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Gomel
SS-Kav.Br.
Kaluga
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Roslawl
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Brjansk
13.
Orjol
Kursk
H.Kdo. XXXV.
XXXXVIII.m.
H.Kdo. XXXIV.
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25.m.
9.Pz.
16. m.
Tschernigow
Kijew
XXIX.
XVII.
LI.
Ob.Kdo. Südwest
Tle. 227, 277, 295, 293, 186, 24, 15, 223, 100. 23. NKWD, Kriegssch. Charkow, II.L.L., III.L.L., Artl.-Schule Sumy, (6 Komp.) 10. Pz., 129. Pz.Br., 4.3. 5.u. 9. K.D. II.K.K.

By 30 September, all the German mobile divisions earmarked for *Typhoon* were in Army Group Centre's sector except for the 19. Panzer Division, which was on its way from Army Group North by road and rail. Yet, although Hitler had reluctantly sent some tank replacements to the Eastern Front, Guderian's Panzergruppe 2 would start the new offensive with just half of its authorized tanks, while Hoth's Panzergruppe 3 would have 70–80 per cent. Only Colonel General Erich Hoepner's Panzergruppe 4, which included the fresh 2. and 5. Panzer Divisions, would be close to full strength. Moreover, Halder estimated that Army Group Centre was missing 22 per cent of all its authorized motor vehicles and 30 per cent of its artillery tractors. These shortages would restrict the mobility of all Bock's forces.

Army Group Centre's logistical situation was also far from optimal. It now had railheads close to the front at Smolensk and Toropets, but the number of trains reaching them remained well below requirements due to shortages of engines and cars; damage to switches, signals, and coaling and watering facilities; traffic jams at major junctions; and huge delays in unloading those trains which did arrive. Most importantly, 120 fuel trains scheduled to reach the Eastern Front during September had failed to show up. Thus, despite its enforced halt throughout September, Army Group Centre only partially refilled its supply dumps by month's end.

Before Guderian kicked off his main attack north of Glukhov, he wanted the XXXXVIII Armeekorps (mot) to launch a parallel thrust through Sumy to cover its right flank. In his memoirs, Guderian wrote, 'It was a bold scheme, but I had underestimated the powers of resistance of the Russians who had not been engaged in the Kiev battle.' Indeed, the XXXXVIII Armeekorps (mot)'s supporting attack quickly screeched to a halt when it encountered unexpectedly strong forces of the 40th and 21st Armies on 28 September. The following day, Guderian decided to break off the attack and shift the corps north to follow behind his main attack. The 25. Infanterie Division (mot) had difficulty breaking contact and lost many of its motor vehicles in the process.

Guderian regretted that Höheres Kommando (H.Kdo.) XXXIV – effectively an infantry corps – was not on hand to relieve the motorized corps, but its headquarters was still moving south and the 45. and 134. Infanterie Divisions which it was going to command were just beginning to march east after helping to liquidate the Kiev Pocket and would take five days to arrive. Höheres Kommando XXXV had already taken command of the 1. Kavallerie Division on Panzergruppe 2's left wing. However, the 95. and 296. Infanterie

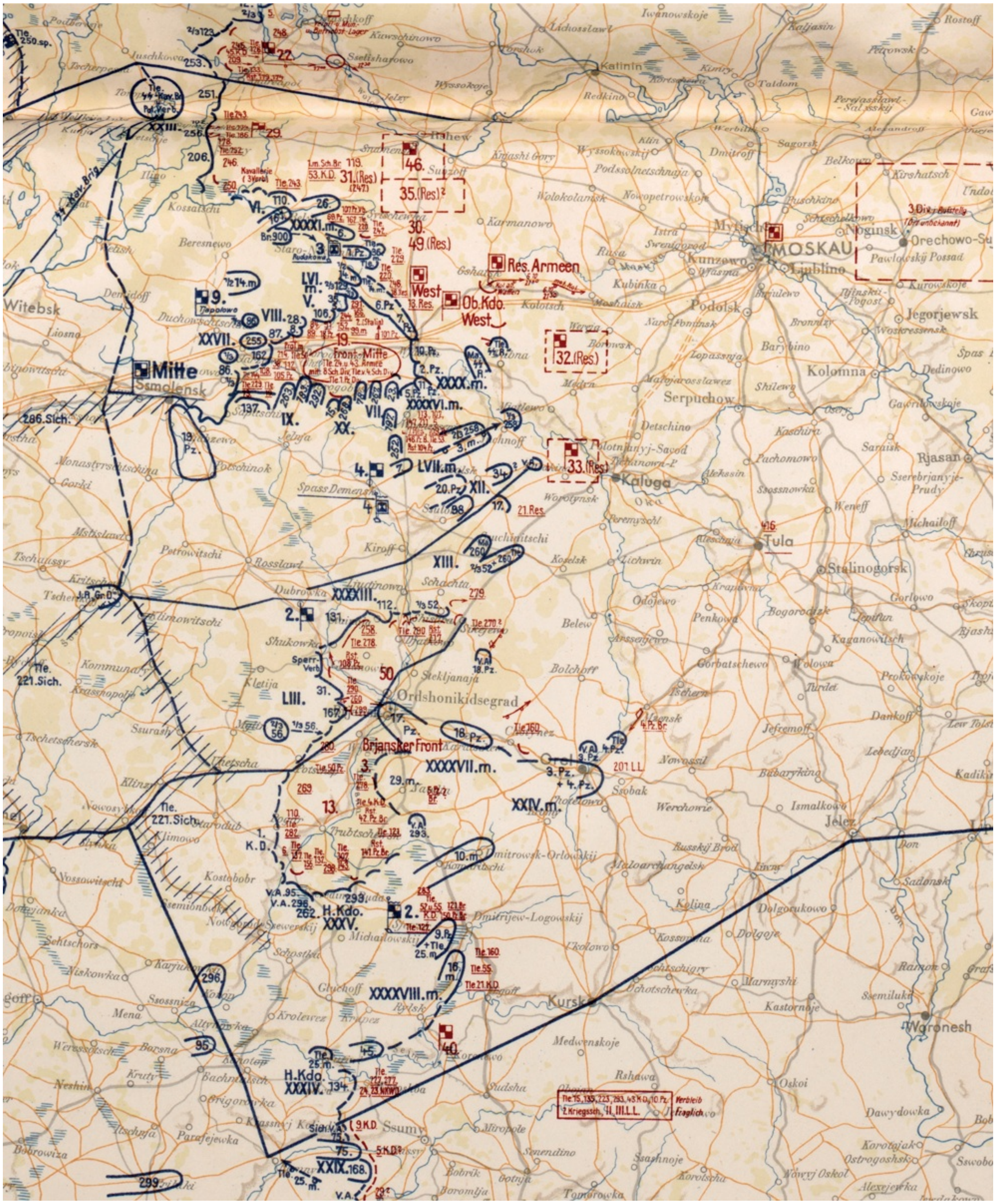
Divisions which were also going to join it were well over 120 miles (200 kilometres) away northeast of Kiev.

When Guderian's XXIV and XXXXVII Armeekorps (mot) kicked off Operation *Typhoon* on 30 September, they quickly smashed through the 13th Army's left wing and along its boundary with Ermakov's Mobile Group. Both Soviet formations had been on the attack for a month and had not dug in since they only received orders to go over to the defensive on 28 September. With relatively few tanks of their own, they were in no condition to repel an assault by four panzer and two motorized divisions, and the Germans advanced rapidly to the northeast.

Eremenko did not immediately grasp the scale of the attack, which could merely have been a diversion for the now expected German offensive towards Moscow much further north. He ordered Ermakov to counterattack and restore the front. Instead, communications broke down, and the 150thTank Brigade retreated eastward that night – leaving the road north open.

ARMY GROUP CENTRE

7 OCTOBER



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Res. Armeen
West
Ob.Kdo. West
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LVII.m.
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LIII.
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Brjansker Front
XXXXVII.m.
XXIV.m.
13
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H.Kdo. XXXV.
2.
XXXXVIII.m.
40
H.Kdo. XXXIV.
XXIX.
MOSKAU
Kalinin
Rshew
Wjasma
Kaluga
Tula
Serpuchow
Kolomna
Podolsk
Orel
Jelez
Kursk
Woronesh
Ssumy
Witebsk
Roslawl
Stalinogorsk
Rjasan
Ordshonikidsegrad
Tle. 15, 135, 223, 293, 43 K.D., 10. Pz. 2. Kriegsschiffe, II. III.L.L. Verbleib fraglich

Guderian's XXIV and XXXXVII Armeekorps (mot) both achieved breakthroughs on 1 October, although the latter had to repel a counterattack by heavy tanks of the 141st Tank Brigade. The Germans shattered Eremenko's front the following day and the 4. Panzer Division rolled into Orel virtually unopposed on 3 October, stunning the few Red Army troops present, who had no clue that the Germans were anywhere near the city. Guderian urged the 4. Panzer Division to press on to Tula immediately, but fuel shortages immobilized it for several crucial days.

Fuel airlifted in by the Luftwaffe allowed a fraction of the division to resume advancing on 6 October, but it ran headlong into the counterattacking 4th Tank Brigade at Mtsensk. Guderian wrote, 'This was the first occasion on which the vast superiority of the Russian T34 to our tanks became plainly apparent. The division suffered grievous casualties. The rapid advance on Tula which we had planned had therefore to be abandoned for the moment.' Thus, supply shortages and Russian resistance halted Guderian's advance even before bad weather arrived.

Meanwhile, the XXXXVII Armeekorps (mot) had wheeled around behind the 13th Army. On the night of 2–3 October, Eremenko asked for permission to escape the looming encirclement, but Stalin refused. German tanks surprised the Bryansk Front's forward command post on 5 October, forcing Eremenko and his staff to flee on foot. That night, he again sought authorization for a breakout, but none came. The 17. Panzer Division attacked Eremenko's main command post on 7 October and rumours spread that he had been killed. Since communications with Moscow had broken down, on the morning of 7 October, Eremenko ordered the 3rd and 13th Armies to break out on his own authority. That same day, the 17. Panzer Division, attacking from the east, captured Bryansk by *coup de main*. The 2. Armee's attack towards it from the west had progressed slowly due to strong resistance by the 3rd and 50th Armies.

The battles of August and September had left Konev's Western Front and Budenny's Reserve Front so burnt out that they could not withstand the new German offensive. Hoth's Panzergruppe 3 immediately broke through between the 30th and 19th Armies, and the 6. Panzer Division took Kholm on 3 October. After repelling a counterattacking Soviet tank brigade, the 6. and 7. Panzer Divisions both captured bridgeheads across the Dnieper on 4 October, and raced towards Vyazma. The 7. Panzer Division, which had already cut the Moscow–Minsk highway twice before, did so again on 6 October. However, the XXXXVI Armeekorps (mot) met strong resistance and handed the mission of taking Belyi over to the VI Armeekorps so it could push southeast in echelon behind the LVI Armeekorps (mot)'s left flank.

Panzergruppe 4 likewise immediately broke through the 43rd Army and raced northeast. Hoepner's advance ran into the 33rd Army, which was occupying a second-echelon defensive position well behind the main front. However, the two unexpected panzer thrusts spread so much confusion and disrupted Soviet communications to such an extent that neither Konev nor Budenny knew what was going on at the front – or how fast it was moving east. The 33rd Army therefore got no warning about Hoepner's rampaging panzers, which simply bowled over its five rifle divisions. Panzergruppe 3 had likewise routed the second-echelon 49th Army.

On 5 October, OKH re-designated all four *Panzergruppen* ('Panzer Groups') as *Panzerarmees* ('Panzer Armies'). Hoth left the next day to take command of Army Group South's 17. Armee.

The 10. Panzer Division reached Vyazma on 7 October and linked up with the 7. Panzer Division, pocketing the 16th, 19th, 20th, 24th, and 32nd Armies. Unlike Army Group Centre's earlier encirclements, this one was – as the map shows – rather tight, since infantry divisions closed in quickly on the trapped Red Army troops.

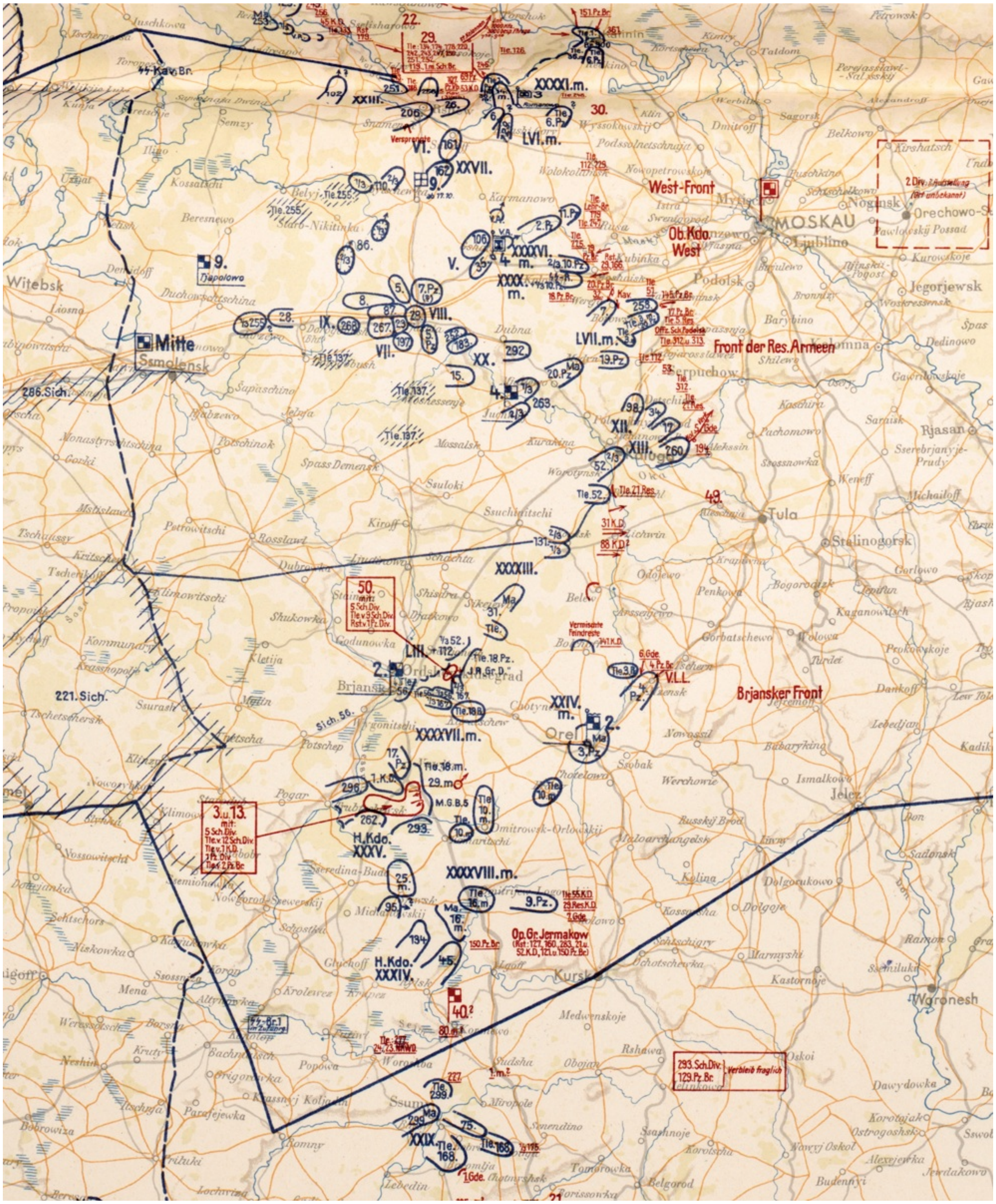
Due to a breakdown in communications and its own preoccupation with the Bryansk Front's sector, Stavka remained unaware of Panzergruppen 3's and 4's dramatic advances. It was accordingly puzzled by a German radio broadcast of 3 October which referred to 'an operation of gigantic proportions' which had been underway for 48 hours and promised 'this enemy is already broken and will never rise again!' One of those present in the Kremlin recalled, 'it was not clear to which "decisive offensive" or "defeat" of the Red Army Hitler was referring. The General Staff had received no report to that effect from the Western or Reserve Fronts.' The curtain lifted on 5 October, when Soviet pilots spotted a massive German column advancing unopposed near Yukhnov – less than 120 miles (200 kilometres) from Moscow. The NKVD denounced the pilots' commander, Colonel Nikolai Sbytov, as a 'panic-monger', but subsequent reconnaissance flights confirmed his alarming report.

Later that day, Stalin ordered the Western Front to fall back to the Rzhev–Vyazma line and gave it the 31st and 32nd Armies from the Reserve Front. Budenny likewise got orders to retreat on 6 October, but it was too late for most of his and Konev's troops to make their escape. Other orders which Stavka issued that day were more consequential, directing 14 rifle divisions, 16 tank brigades, 40 artillery regiments, and ten flamethrower companies to form a new defensive line centred on Mozhaisk – about 60 miles (100 kilometres) west of the Kremlin. Stalin also summoned Zhukov from the Northwestern Front on 6 October and sent him to clarify the situation at the front.

The first snow of the season fell on 7 October.

ARMY GROUP CENTRE

16 OCTOBER



Mitte
Smolensk
Witebsk
MOSKAU
West-Front
Ob.Kdo. West
Front der Res.Armeen
Brjansker Front
Tula
Orel
Kursk
Woronesh
Brjansk
Kaluga
Serpuchow
Podolsk
Dmitroff
Kalinin
Jelez
Rjasan
Stalinogorsk
Sumy
Belgorod
Oskol
XXIII.
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IX.
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H.Kdo. XXXV.
XXXXVIII.m.
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On 8 October, the snow turned to rain which fell across Army Group Centre's entire sector, limiting Luftwaffe air missions. Yet, the muddy season did not arrive in full force for another week and, contrary to later German claims, was not unusually severe. Indeed, less rain would fall in the Moscow region during October–November 1941 than in the average year.

Hitler, OKH, and Bock paid little attention to the weather since they believed that the Red Army could not possibly recover from the simultaneous loss of the Western, Reserve, Bryansk, and Southern Fronts – the last of which had just been encircled by Army Group South. Convinced that the Soviets had no reserves left to throw in front of Moscow, Hitler once again turned his attention to Army Group Centre's flanks and opportunities to encircle still more Soviet armies.

- The 3. Panzerarmee – now led by Colonel General Georg-Hans Reinhardt – would advance north to Kalinin, then turn northwest to Vishny Volochek. The right wing of Army Group North's 16. Armee, advancing down the Leningrad–Moscow rail line from the northwest, would join hands with Reinhardt and pocket the five Soviet armies arrayed between Lake Ilmen and Kalinin.
- The 2. Panzerarmee, now oriented northeast towards Moscow, would veer sharply to the right and advance south towards Kursk. In concert with the 6. Armee, Guderian would destroy the Soviet forces defending the front along the boundary between Army Groups Centre and South.

Bock objected strongly to both diversions. Circumstances prevented Guderian from attacking in any direction for some time, and his axis of advance remained in flux. However, on 8 October OKH ordered the 3. Panzerarmee to take Kalinin. The XXXXI Armeekorps (mot) immediately wheeled northeast, but most of Reinhardt's LVI Armeekorps (mot) was cordoning off the Vyazma Pocket. The same was true of Hoepner's XXXX and XXXXVI Armeekorps (mot) and most of the 4. and 9. Armees. That left only 4. Panzerarmee's LVII Armeekorps (mot), the SS Das Reich Division, and two infantry corps available to continue the pursuit towards Moscow.

The Red Army had not exhausted its reserves and had already begun to form the new 26th Army at Tula, and to reconstitute the encircled or disintegrated 16th, 33rd, 43rd, and 49th Armies in the Mozhaisk line. It even re-established the 5th Army – destroyed in the Kiev Pocket – at Mozhaisk itself. These armies were thrown together with new divisions, training and militia units, and whatever troops had avoided encirclement. On 10 October, Stalin placed Zhukov in command of the Western Front – with Konev as his deputy – and folded all the Reserve Front's surviving units into it.

Meanwhile, Soviet tank brigades moved west in front of the Mozhaisk line and ambushed the SS Das Reich Division and the LVII Armeekorps (mot). The pursuit paused for several days until additional units squeezed out of lines of encirclement around the shrinking Vyazma Pocket reached the front. About 85,000 Soviet troops escaped from the trap, but over half a million others became prisoners when the Germans finished eradicating the pocket on 13 October.

The infantry divisions of XII and XIII Armeekorps breached the Mozhaisk line by capturing Kaluga on 12 October. Three days later, Stalin ordered foreign embassies and the Soviet government to evacuate Moscow, sparking a panic which threw the city into chaos on 16 October. However, at the last minute, Stalin decided to remain in Moscow himself and unleashed the NKVD to ruthlessly restore public order.

Although the XXXX Armeekorps (mot) took Mozhaisk on 16 October, Army Group Centre's advance on Moscow had practically come to a standstill due to impassable roads and the utter exhaustion of its own troops. The 3. Panzerarmee's thrust towards Kalinin encountered less resistance and benefited from a brief dry spell. The 1st Panzer Division took the city on 14 October, but when Lehr Brigade 900 pushed northwest from Kalinin on 15 October, it ran into an ambush laid by the 8th Tank Brigade. Casualties were heavy on both sides, and the German advance went no further. In any event, 3. Panzerarmee's rapid advance had outrun its logistical support and it was acutely short of supplies.

Although the 2. Armee and 2. Panzerarmee linked up on 9 October, opening the road from Bryansk to Orel as a supply route, logistical shortages and Soviet breakout attempts immobilized most of Guderian's divisions. The 2. Armee took control of the divisions surrounding the 50th Army north of Bryansk, while Guderian focused on finishing off the much larger pocket south of Bryansk in which the 3rd and 13th Armies were trapped.

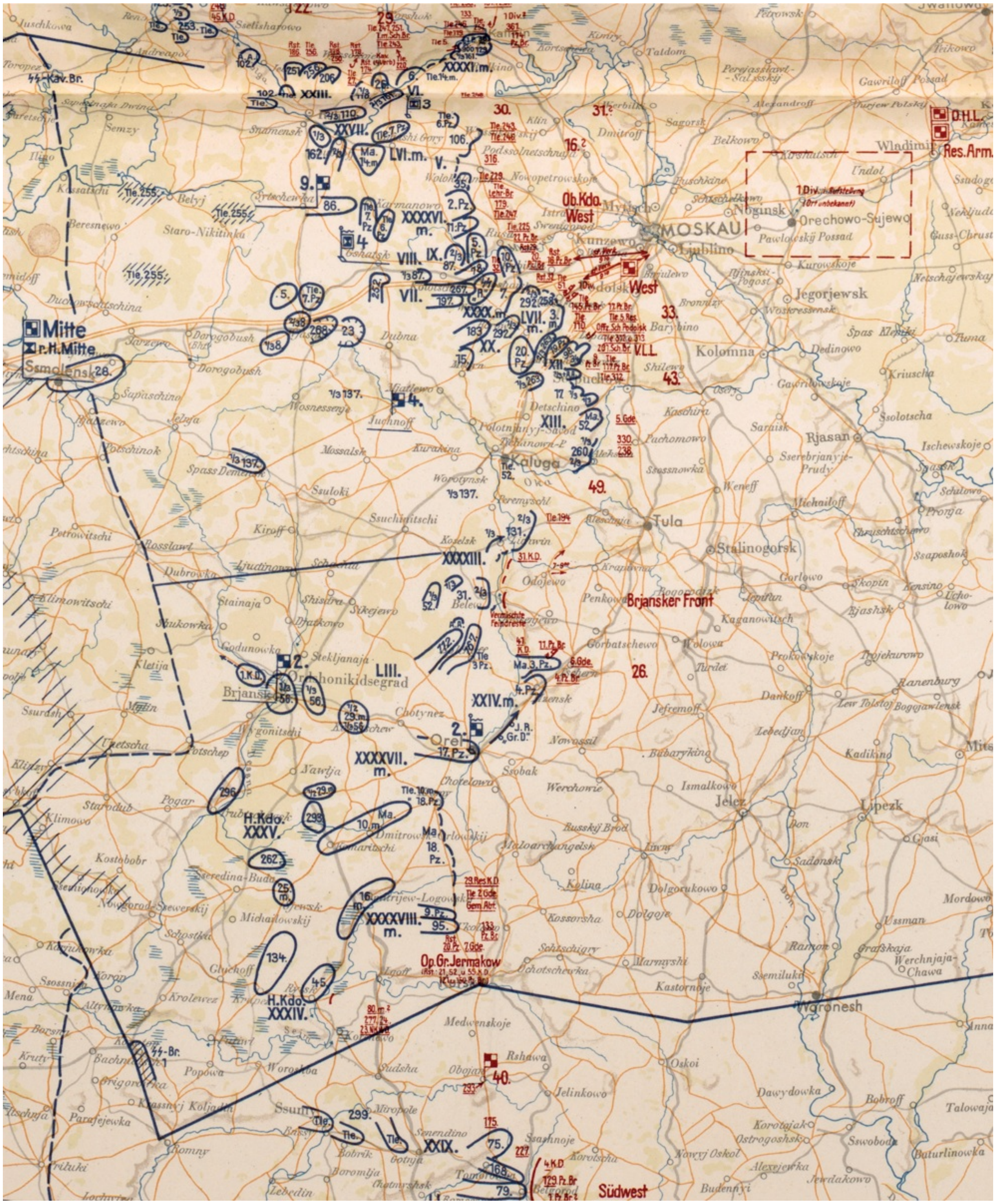
The lines of encirclement around the southern pocket were thin, and some of 3rd Army's troops escaped between 12 and 14 October. However, a

Luftwaffe bomb seriously wounded Eremenko, who had been accompanying the 3rd Army's headquarters ever since his own was overrun. A Po-2 biplane that flew him out on the night of 13–14 October crashed, putting Eremenko out of action for several months. The 13th Army was also struggling to break out on a different axis, aided by relief attacks from the east by Ermakov's Mobile Group.

The Germans still had not wiped out either of the Bryansk pockets by 16 October, and Bock was becoming disturbed by how long it was taking to eliminate them. And, while there was no organized resistance left west of Vyazma, several German divisions had to remain in the area until the end of the month mopping up diehard Red Army troops who refused to surrender.

ARMY GROUP CENTRE

24 OCTOBER



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2 Armee and 2. Panzerarmee finally finished crushing the pockets near Bryansk by 24 October, but 23,000 troops of the 3rd and 13th Armies slipped out of the southern one. Only about 10 per cent of the 50th Army's troops

escaped from the tighter, northern pocket. All told, Army Group Centre claimed to have captured 665,000 prisoners in the Vyazma and Bryansk Pockets. Yet, the determined resistance of the encircled Red Army units had tied down several entire German armies for two to three weeks, buying precious time for Stavka to rebuild Moscow's defences virtually from scratch.

Supply shortages – especially of fuel – played an even larger role in delaying Army Group Centre's advance. The fundamental problem was that the railroads behind it had descended into utter chaos. There simply were not enough locomotives or cars available, and the rail lines running towards the Eastern Front were both too few and too inefficient – due to damaged or inadequate facilities – to handle the trains which were despatched. Hundreds of them were stuck in traffic jams, sitting at railheads waiting to be unloaded, or simply lost – all of which exacerbated the dire shortage of rolling stock which was impacting Germany's entire economy as well.

Mud-clogged roads stalled motorized supply traffic, but even the hard-surface Moscow–Minsk highway was virtually impassable due to traffic jams, demolished bridges, and Soviet cratering charges equipped with time-delay fuses. Several of these detonated every day, blasting craters 10 metres deep and 30 metres across which completely blocked the road and forced the time-consuming construction of bypasses. On 19 October, the depleted 5. Infanterie Division was about to depart for Germany to be rebuilt as a two-regiment *Jäger* division when Bock appointed its commander 'Motorway Dictator' and ordered him to use all his personnel to repair the highway.

On 17 October, Stavka established the Kalinin Front under Konev's command and transferred the 22nd, 29th, and 30th Armies to it from the Western Front so that Zhukov could focus all his attention on defending Moscow. Unlike the makeshift armies assembling in front of the capital, these three had avoided encirclement, fallen back more or less intact, and now loomed ominously over 9. Armee's thinly manned front. Although practically no supplies were reaching his troops, Konev immediately began launching counterattacks at Kalinin.

On 23 October, Bock abandoned all plans to attack northwest from Kalinin towards Vishny Volochek. He wanted 3. Panzerarmee instead to turn back towards Moscow and help 4. Panzerarmee destroy the Soviet armies lined up south of the Volga Reservoir.

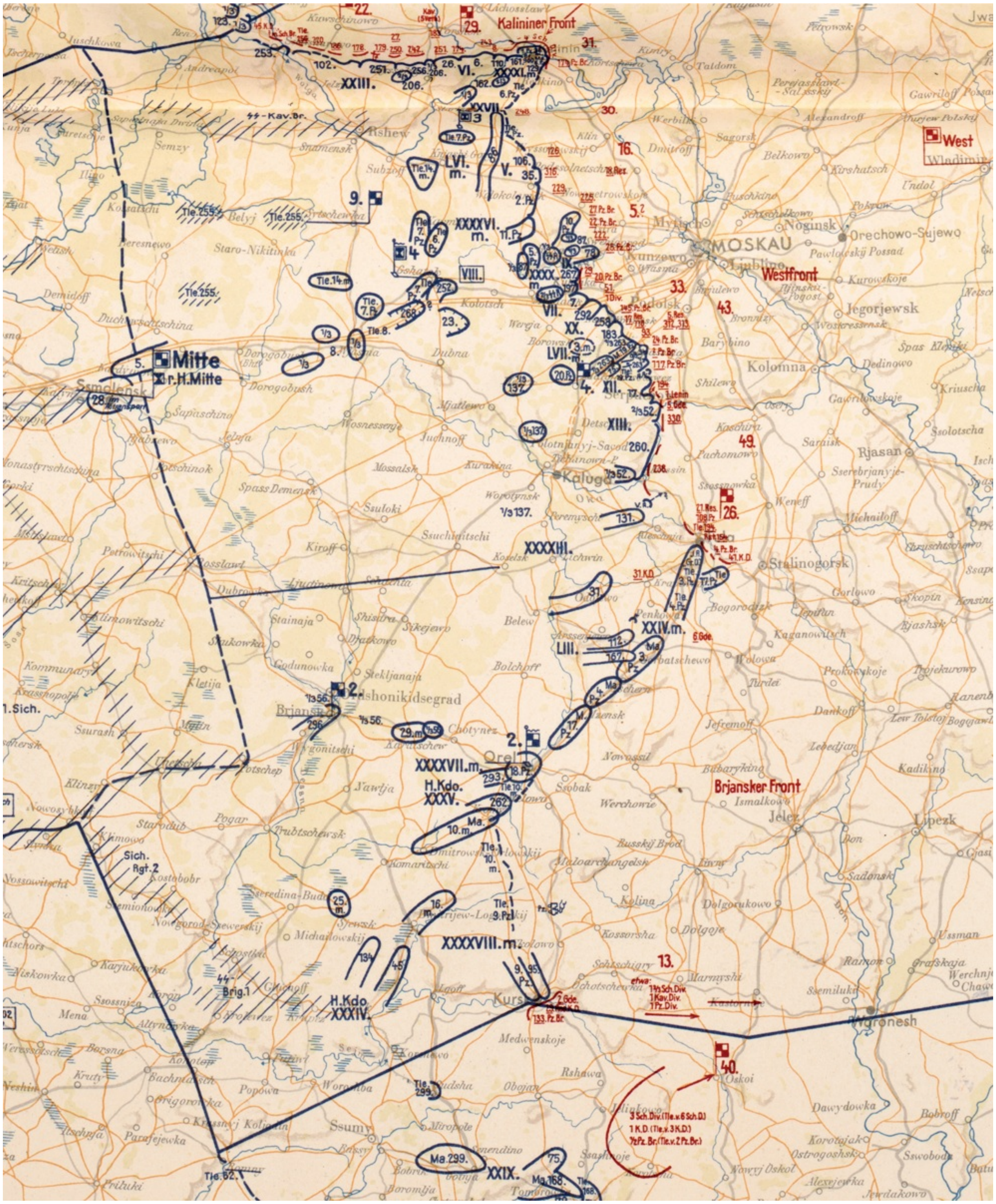
While the Red Army's defences were solidifying in front of Moscow and opposite Bock's northern-facing front, there were practically no Soviet units threatening 2. Panzerarmee's open eastern flank. On 17 October, Guderian was able to resume his attack on Mtsensk after a delay of two weeks, but found its defenders as determined as ever, and the city did not fall until the 23rd.

The Red Army had lost the better part of 15 armies and 1.5 million troops in the Kiev, Vyazma, Bryansk, and Sea of Azov Pockets in just five weeks, but there was little evidence of disintegration in the ranks. Zhukov had rallied the Western Front's fleeing troops, Stalin had mastered the crisis in Moscow, and, although the central organs of the Soviet government were still establishing themselves in far-off Kubyshev, the pervasive system of administration and oppression functioned without interruption.

On 24 October, the 1. Kavallerie Division was marching west on the first stage of a long journey back to Germany. There, it would become the 24. Panzer Division in late November and spend the next six months re-equipping and re-training for armoured warfare. The division would not return to the Eastern Front in its new form until June 1942.

ARMY GROUP CENTRE

2 NOVEMBER


Kalininer Front
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XXVII.
LVI. m.
V.
9.
XXXXVI. m.
4
VIII.
IX.
XXXX m.
VII.
XX.
LVII.
XII.
XIII.
MOSKAU
Westfront
5.
33.
43.
49.
26.
West
Mitte
H.Mitte
Smolensk
Rshew
Kaluga
Tula
XXXXIII.
XXIV. m.
LIII.
2.
Brjansk
Orel
XXXXVII. m.
H.Kdo. XXXV.
Brjansker Front
Jelez
XXXXVIII. m.
H.Kdo XXXIV.
13.
Kursk
40.
Woronesh
XXIX.
Stalinogorsk
Kolomna
Rjasan
Lipezk
Ssumy

Hitler, spellbound by the prisoner tallies and unaware of the situation at the front, gave way to wild flights of fancy. Convinced that the war in the East was already won, he was now more concerned that an impending British offensive might drive the Italians and Rommel's Afrika Korps from Africa and bring down Mussolini's government. Thus, on 29 October he promised Mussolini that, within a matter of days, Luftflotte 2 would be on its way west from the Soviet Union. Its first task would be to demolish the British air and naval bases on Malta which were ravaging Italian naval convoys carrying troops and supplies across the Mediterranean.

Believing that Stalin could no longer mount an effective defence of Moscow, Hitler set his sights on destroying what remained of the Red Army and achieving most of Operation *Barbarossa*'s objectives within a matter of weeks despite the advanced season. To achieve this, he wanted all of Bock's forces except 4. Armee to turn away from Moscow and advance in divergent directions to capture other objectives and encircle Soviet fronts beyond Army Group Centre's flanks.

No longer content to settle for a shallow encirclement at Vishny Volochek, on 28 October, Hitler had OKH order the 3. and 4. Panzerarmees to turn away from Moscow and advance northeast parallel to the Volga. They were to take Rybinsk and Yaroslavl 160 miles (260 kilometres) northeast of Moscow, then press on north across the Volga another 100 miles (160 kilometres) to Vologda. This grand strategic envelopment 360 miles (600 kilometres) east of Leningrad would sever all the rail lines supplying the Red Army's entire northern wing and doom it to certain destruction.

Hitler likewise wanted 2. Panzerarmee to turn away from Moscow and push southeast towards Voronezh and Kursk. Guderian already had most of his mobile divisions on the road towards Tula in a massive, 120-mile-long (200-kilometre) column which began well south of Orel. Only the 9. Panzer Division had turned south towards Kursk. Guderian predictably balked at the idea of a diversion to Voronezh and sent his chief of staff, Lieutenant Colonel Kurt Freiherr von Liebenstein, to explain to 'our superiors' that the capture of Tula was an essential prerequisite for an attack towards Voronezh.

This argument was pure nonsense, since the two cities were over 200 miles (320 kilometres) apart, and marching towards Tula took his troops further away from Voronezh. Yet, Guderian was able to continue his advance on Tula because Bock refused to pass along Hitler's orders halting it. Halder, who heard about this insubordination from Bock himself, helped convince Hitler to change his plans. On 28 October, new orders went out to 2. Panzerarmee directing it to capture Tula, cross the Oka River between Ryazan and Kashira, and envelop Moscow from the southeast.

An attempt to seize Tula by *coup de main* failed on 29 October, and Soviet antitank and antiaircraft guns knocked out many German tanks. Reinforcements and supplies were both slow to arrive since, according to Guderian himself, the Orel–Tula road had 'completely disintegrated' under the weight of the heavy traffic it was bearing. The fastest speed now possible on it was just 12 miles an hour. The Luftwaffe had to airdrop supplies to the 3. Panzer Division at the head of the column. Guderian was anxious to have the Mtsensk–Tula rail line opened as an alternative supply route, but repairs progressed slowly and there were no locomotives to be found.

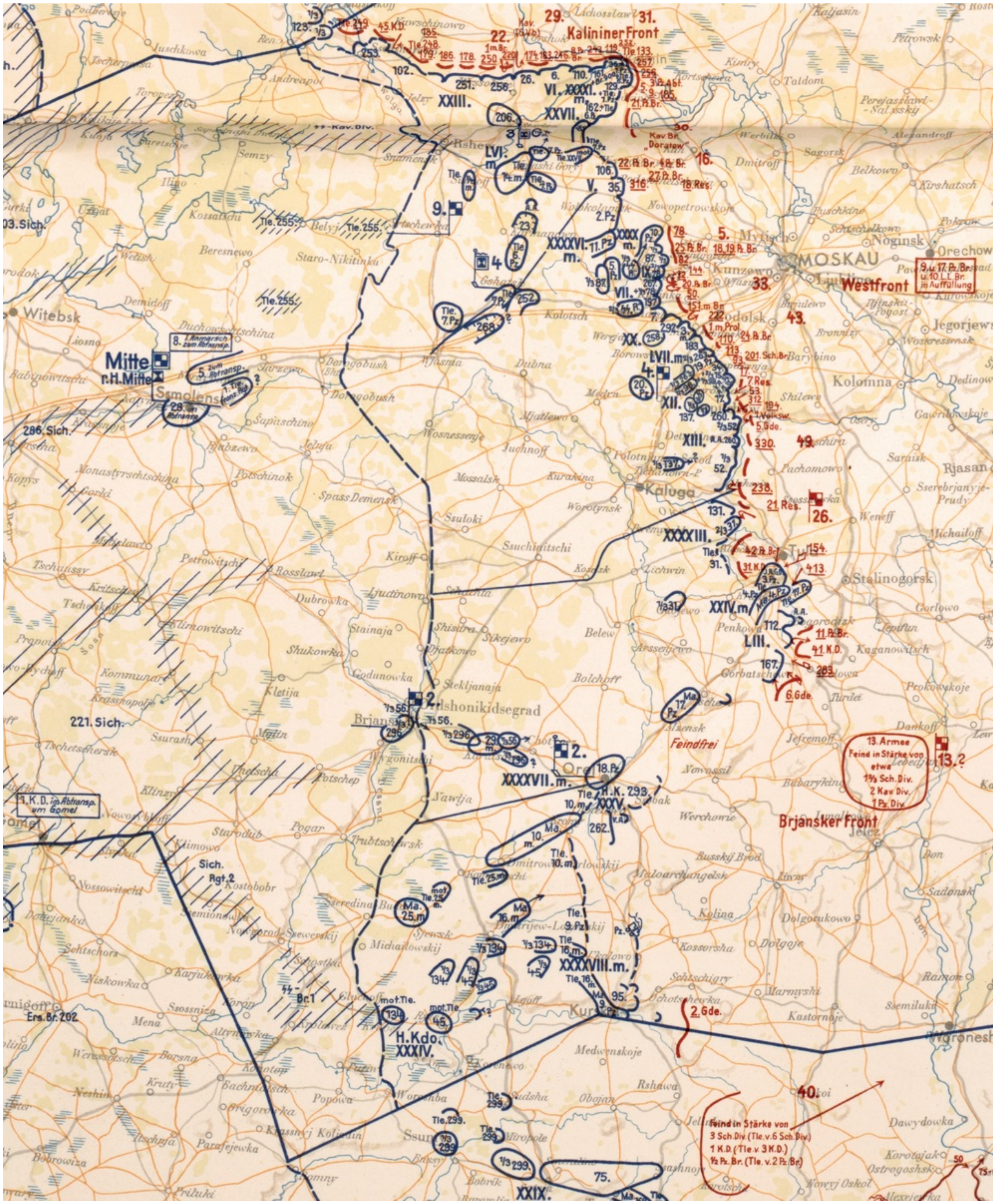
Despite Hitler's grand ambitions, the abysmal weather and mounting logistical difficulties forced Bock to order that 'further advances should be temporarily suspended' at the end of October. Army Group Centre's pursuit to Moscow had failed, and it would have to pause to refit its units and overcome its logistical problems – both to the limited extent possible – in preparation for a new, set-piece offensive which would begin when the ground froze in November.

The Soviets were also girding themselves for another round in the battle for Moscow. Thanks to the excellent work of the spy Richard Sorge, Stalin knew that a Japanese attack on the Soviet Union was not going to happen because the 'Strike South' faction in Tokyo – which advocated seizing the oilfields and mineral resources of Indonesia – had triumphed over the 'Strike North' faction. With war between Japan and the United States and the British Empire now virtually inevitable, Stalin had felt safe enough to begin shifting units west from the Far East, Central Asia, and Siberia in mid-October. By the end of the month, at least 13 fresh rifle divisions and five armoured brigades had reinforced the armies in front of Moscow.

Stavka further confounded German expectations by ordering nine new reserve armies to form along the Volga during November. More would assemble in December. Although these were ill-equipped and poorly trained makeshift formations manned almost exclusively by raw recruits and led by inexperienced officers, they posed a major threat to Army Group Centre's threadbare and exhausted divisions. Since German intelligence had no idea that these reserve armies even existed, their sudden appearance at the front en masse in December would come as a hugely demoralizing shock which would be felt all the way up the chain of command to OKH and Hitler himself.

ARMY GROUP CENTRE

9 NOVEMBER


Kalininer Front
Westfront
MOSKAU
Brjansker Front
Mitte
Witebsk
Smolensk
Kaluga
Brjansk
Tula
Orel
Kursk
Woronesh
Feindfrei
13. Armee
Feind in Stärke von etwa 1½ Sch. Div. 2 Kav Div. 1 Pz. Div.
Feind in Stärke von 3 Sch. Div (Tle. v. 6 Sch. Div) 1 K.D. (Tle. v 3 K.D.) ½ Pz. Br. (Tle. v. 2 Pz. Br)

Luftflotte 2 began redeploying on 5 November with one Stuka group, one Me-110 twin-engine fighter group, four Ju-88 bomber groups, and four Me-109 fighter groups. The departure of these air units was a great boon for the Red

Army in its most desperate hour and marked the first time that Allied military operations in the West compelled Hitler to weaken the Eastern Front. It would not be the last.

Bock's 'stop order' was not absolute, and several of his armies made local attacks to improve their positions. Aided by an improvised armoured train steaming down the line from Orel, the XXXXVIII Armeekorps (mot) took Kursk on 4 November. The Soviets also went over to the offensive in several places – including southeast of Tula where the LIII Armeekorps' 112. and 167. Infanterie Divisions were locked in a ten-day battle which began on 3 November. XXIV Armeekorps (mot) would ultimately have to commit Battlegroup Eberback – which contained all its remaining tanks – to break the stalemate.

Long stretches of the 2. Panzerarmee's eastern flank were free of enemy troops (*Feindfrei*), but, for the moment, there were no German forces available to exploit the opening. The XXXXVII Armeekorps (mot), which was supposed to join the XXIV Armeekorps (mot) at Tula, remained at Orel and sprawled along the roads radiating out from it. The corps was awaiting fuel shipments and the arrival of more infantry divisions of 2. Armee, which had been given the mission of taking Voronezh and maintaining a loose connection between Army Groups Centre and South.

Winter weather began to arrive in the first week of November, and 2. Panzerarmee reported its first severe frostbite cases on 7 November. Yet, thaws still occurred frequently during the hours of daylight and the hard freeze required for a renewed offensive towards Moscow had not arrived by 9 November. Also, the necessary supplies also were not available, because Army Group Centre had been living from hand to mouth since the end of October. Its armies subsisted on whatever supplies arrived on each day's trains and found it almost impossible to build up stockpiles. OKH's quartermaster general accordingly calculated that Bock could not resume his Moscow offensive until the end of November.

The fuel situation had become particularly dire, and not only due to the difficulty of getting shipments to the front. By the end of October 1941, Germany and Romania had both exhausted their fuel reserves. Thereafter, only the limited flow of distilled petroleum products coming directly from refineries was available to sustain the Wehrmacht and the Nazi empire's war economy. Thus, a renewed attack on Moscow would have been impossible if it wasn't for the huge backlog of 120 fuel trains that had not arrived in September and another 70 which went astray in October. These would tide the Eastern armies over until January, but they continued to arrive at the front unpredictably and usually one at a time.

On 3 November, Halder had glumly predicted that the Soviets would be able to hold Moscow, and a sober assessment of the situation should have led other senior Heer officers to the same conclusion. Yet, Halder became hopeful again after receiving intelligence reports which suggested that the Red Army was withdrawing behind the Don River on a 140-mile (225-kilometre) front between Voronezh and Stalinogorsk. Although the LIII Armeekorps' ongoing battle proved this was untrue, Halder reverted to the view that the Red Army was on its last legs and could not offer sustained resistance when the hard freeze restored Army Group Centre's mobility. Hitler had never strayed from this notion.

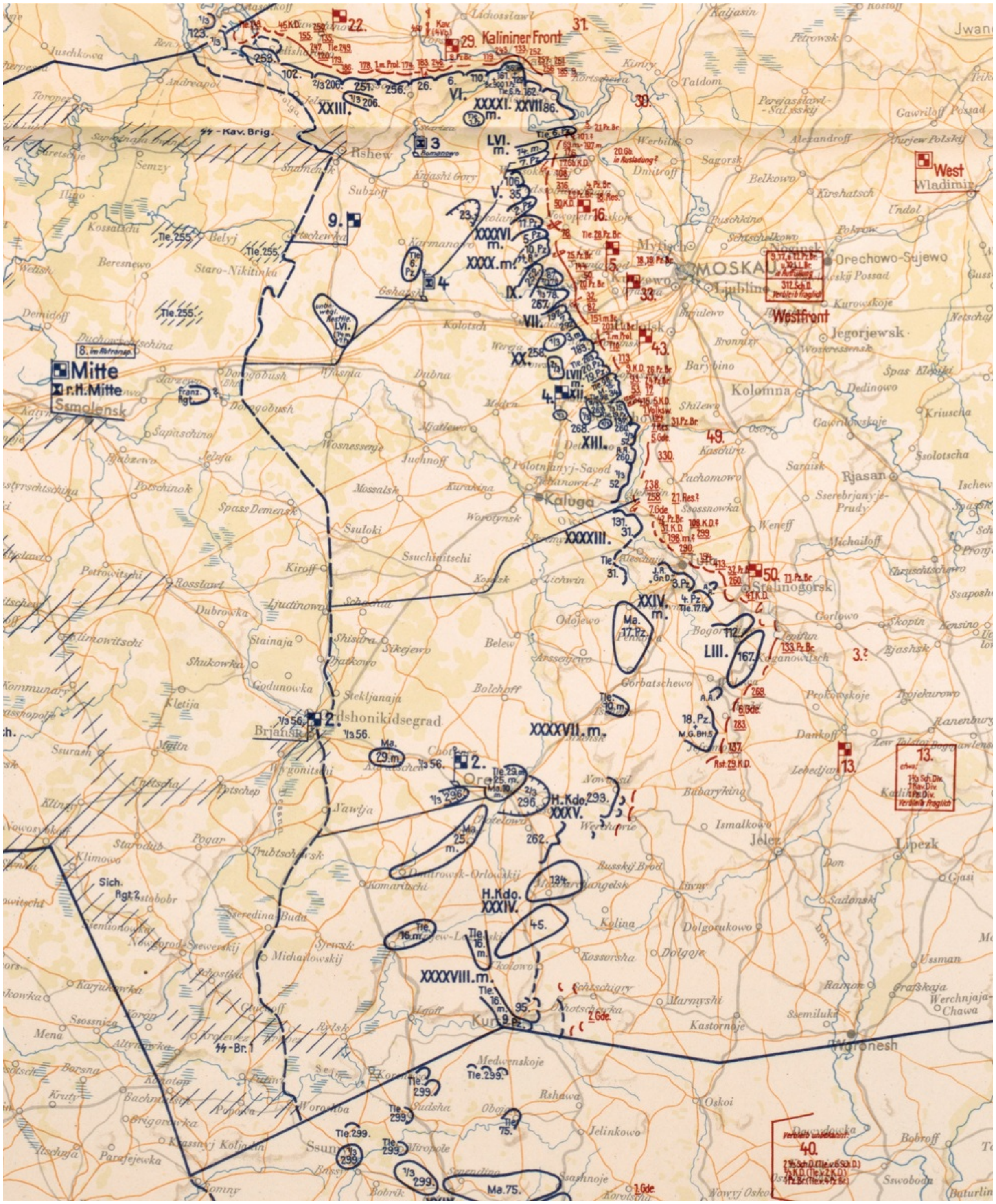
Commanders closer to the front were more realistic, but most of them also favoured pushing on to Moscow. Many recalled the First Battle of the Marne in 1914, when two German armies had retreated from the outskirts of Paris just as victory seemed within reach. They counted on superior leadership and tactics to compensate for their troops' declining strength and morale, and lack of supplies, and reassured themselves that, 'We are not doing too well, but the Russians are doing far worse!'

Hitler and OKH clung to their highly ambitious, late-October plan which aimed to capture distant objectives along the entire Eastern Front. Indeed, Hitler now envisioned that, after it took Voronezh, 2. Armee would support an advance by Army Group South all the way to Stalingrad. And, after 2. Panzerarmee crossed the Oka, it was supposed to strike for the industrial centre of Gorki – about 240 miles (400 kilometres) east of Moscow!

Field Marshal Bock doubted that his armies could reach such remote objectives before winter arrived in full force, but still hoped that they might encircle Moscow. His immediate goal was to destroy the Soviet forces operating between the Volga Reservoir, the upper reaches of the Moskva River, and the Volga Canal which connected them. Since the participating armies would only need enough supplies to reach the canal, Operation *Volga Reservoir* could begin at mid-month. The supply situation was so strained that Bock feared his troops might not be able to advance any further unless OKH sent him more ammunition. Brauchitsch duly increased Army Group Centre's daily allotment from 23 to 30 trains, but substantially fewer actually reached its supply dumps.

ARMY GROUP CENTRE

18 NOVEMBER


Kalininer Front
22.
29.
31.
30.
XXIII.
VI.
XXXXI.
XXVII.
LVI.
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XXXXVI.
XXXX.
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VII.
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LVII.
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XXXXIII.
XXIV.
LIII.
XXXXVII.
H.Kdo. XXXV.
H.Kdo. XXXIV.
XXXXVIII.
3
9.
4
Mitte
r.H.Mitte
Smolensk
Rshew
16.
5.
33.
43.
49.
50.
3.
13.
40.
West
Wladimir
MOSKAU
Westfront
Kolomna
Kaluga
Stalinogorsk
Rjasan
Jegorjewsk
Orechowo-Sujewo
Ordshonikidsegrad
Brjansk
2.
Orel
Kursk
Woronesh
Jelez
Lipezk
44-Kav. Brig.
44-Br. 1
Tle. 255.
Tle. 299.

On 13 November, Halder summoned the chiefs of staff of all three army groups and their subordinate armies to a conference at Orsha. He opened it by predicting that six weeks of cold weather would pass before heavy snows arrived, and outlined OKH's plans to take Vologda, Gorki, Stalingrad, and Maikop within that period. Many of those present believed that these objectives were unachievable, and Guderian's chief of staff, Lieutenant Colonel Liebenstein, protested, 'This is not the month of May and we are not fighting in France!' Army Group North's and South's representatives insisted that their commanders believed launching any major attacks was impossible for the foreseeable future.

Bock's plan for the final attack on Moscow thus paid only lip service to an advance to Yaroslavl and Rybinsk by 3. and 4. Panzerarmees. It focused instead on destroying the Soviet armies arrayed between Kalinin and the mouth of the Moskva River at Kolomna, then closing a fairly close encirclement around Moscow. Bock suspected that bad weather and inadequate supplies might make even this impossible, in which case he would merely establish a winter line close to the city.

9. Army, and 3. and 4. Panzerarmees, would launch Operation *Volga Reservoir* on 15 November. Guderian would capture Tula, advance to the Oka, then press on across the river. Since Bock's plans remained tentative, the question of whether Guderian would thrust northward east or west of the Moskva was left unresolved. Kluge's 4. Armee would attack on both sides of the Moscow–Minsk highway 'as soon as it becomes possible in connection with weather conditions, the necessary regrouping of forces, and the provision of adequate supply of ammunition to the front. The planned axes of main attack are subject to further precise definition.'

The hard freeze arrived before 13 November, but the Orsha conference coincided with a sharp dip in temperature, which plunged to -8 degrees Celsius (17.6 degrees Fahrenheit) that day. Although the roads were passable again, the bitter cold severely disrupted rail traffic since it caused the exterior-mounted water pipes on German locomotives to freeze solid and burst. Russian locomotives' water pipes did not freeze since they ran through the boiler.

Thus, just as the new offensive began, trains almost ceased arriving at the front. The 9. Armee would receive just one fuel train between 9 and 23 November. Barely any trains at all reached 4. Panzerarmee after 17 November, and 2. Armee between 12 November and 2 December. The armies had to rely instead on motorized transport, but they now had less than 20 per cent of the trucks they possessed when the campaign began, and the severe cold immobilized large numbers of tanks, halftracks, and trucks by freezing their radiators, fuel lines, and engine and transmission lubricants.

The Luftwaffe was also severely impacted by the supply crisis and severe weather, which froze aircraft engines and prohibited flying altogether on certain days. Many squadrons also had to operate from recently captured forward airfields which had been damaged when they were overrun or demolished by the withdrawing Soviets. The Red Air Force, which had a network of good airfields around Moscow and knew how to keep its planes flying in extreme cold weather, established air superiority over that sector of the front. Luftflotte 2's departure only made things even worse for the Germans.

Army Group Centre's attack would benefit from Soviet mistakes. On 10 November, Stavka abolished the Bryansk Front and assigned its 50th Army to Zhukov's Western Front, and the 3rd and 13th Armies to Timoshenko's Southwestern Front. This meant that when Guderian attacked again southeast of Tula, he would be striking on the seam between the fronts. Northwest of Moscow, the Volga Reservoir separated the 30th Army from the rest of the Kalinin Front. Zhukov lobbied Stavka to transfer the army to his Western Front, but it did not do so until 17 November. Thus, 3. Panzerarmee's attack would likewise hit a vulnerable spot on the boundary between two Soviet fronts.

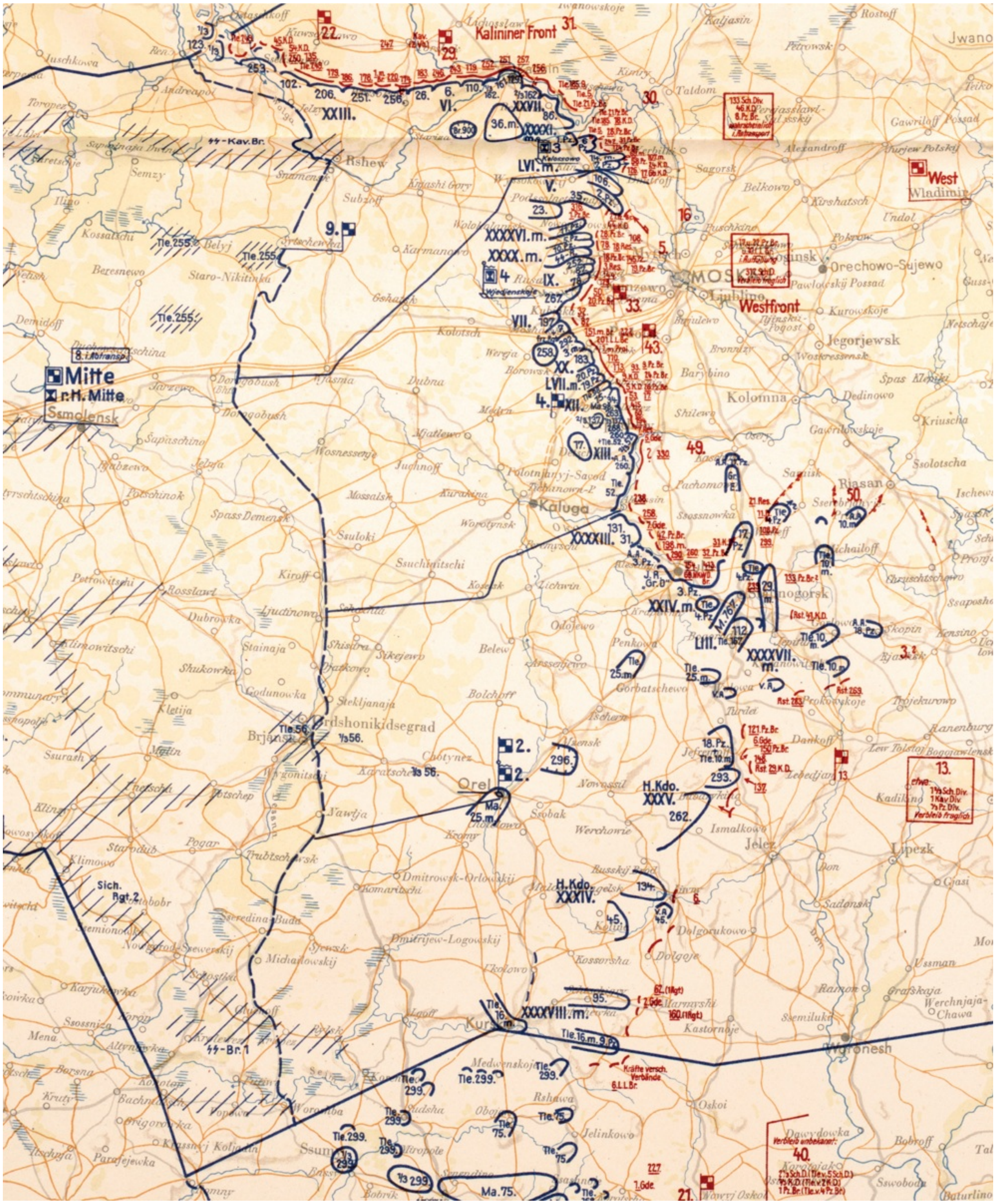
In the final days before Bock's new offensive began, the Western Front launched a series of counterattacks which had decidedly mixed results. Between 10 and 14 November, Rokossovsky's 16th Army forced the 10. Panzer Division to abandon a valuable bridgehead at Skirminova. Encouraged by Rokossovsky's progress, on 13 November, Stalin ordered the Western Front to launch a larger counterattack involving the 16th and 49th Armies. Zhukov objected that his armies were configured for defence and the Germans were about to attack, but Stalin insisted on carrying out his plan. The 4. Panzerarmee repulsed Rokossovsky's attack and inflicted heavy casualties on the 16th Army. The 49th Army had more success against the 4. Armee, convincing Kluge to hold his right wing on the defensive.

9. Armee's right wing struck on 15 November, and the 3. and 4. Panzerarmees joined in on the following day. They penetrated between the Western and Kalinin Fronts, routed the 30th Army, and achieved a clean breakthrough by 18 November. Rokossovsky sought permission to fall back, but Zhukov insisted that the 16th Army 'not retreat one step'. As it happened, the two panzer armies were not immediately able to press their advantage due to fuel shortages.

Soviet counterattacks delayed the start of Guderian's attack southeast of Tula until 18 November. Once it began, the XXIV Armeekorps (mot) quickly penetrated the Soviet front and threatened to separate the 50th and 3rd Armies. Stalin exhorted Zhukov to hold out and promised to send him several reserve armies.

ARMY GROUP CENTRE

25 NOVEMBER


Kalininer Front
Westfront
West
Mitte
Moskau
Rshew
Kaluga
Orel
Kursk
Woronesh
Kolomna
Rjasan
Smolensk
Brjansk
Jelez
Lipezk

Hitler and Halder clung to the notion that the Red Army was in a state of collapse. A few days after the new offensive began, Hitler absurdly advised Bock to destroy the Soviet armies in front of Moscow in two encirclements –

first north of the Moscow–Minsk highway, then to the south. After that, he wanted Army Group Centre to press on to Yaroslavl – and possibly even Vologda. Bock had to protest that even an advance to Yaroslavl was impractical for logistical reasons alone.

Indeed, Bock's armies were having difficulty reaching their immediate objectives. Slowed by fuel shortages and deep snow, 3. Panzerarmee took Klin on 23 November and advanced east towards the canal. Hoepner's 4. Panzerarmee wheeled rightward, trying to envelop the flank of Rokossovsky's 16th Army. Both captured bridgeheads across the Istra River on 24 and 25 November.

Kluge's 4. Armee, on the other hand, attacked only with part of its left wing. XX Armeekorps was not yet ready to attack, and Kluge kept the badly weakened XII and XIII Armeekorps of his right wing on the defensive. Hoepner accused Kluge of leaving 4. Panzerarmee in the lurch, and Halder suggested that Brauchitsch – the Heer's commander-in-chief – issue a direct order for 4. Armee to attack with all its forces. Bock intervened, agreeing that it was impractical for Kluge's right wing to attack when the Soviets were subjecting it to heavy counterattacks.

Kluge was not the only one of Bock's army commanders who was reluctant to attack. On 20 November, Guderian complained that a further advance by his entire army was impractical due to fuel shortages, deep snow, and its exposed right flank. His exhausted infantry, freezing in summer uniforms, could advance only 3–6 miles (5–9.5 kilometres) per day. Bock did not authorize a halt and drew encouragement from the progress 2. Panzerarmee made over the next several days. Guderian tried again on 23 November, proposing to convert his offensive into a raid. For, although small detachments might still reach the Kolomna–Ryazan rail line, they could not remain there since both of 2. Panzerarmee's flanks would be 'hanging in the air'. Thus, after demolishing the railroad, Guderian wanted to fall back to a winter line along the Don, Shat, and Upa rivers.

By now, Bock suspected that victory was beyond reach but hoped that Guderian's thrust behind Tula might alter the equation by allowing the 4. Armee's right wing to join in the advance. Hitler and Halder insisted that Guderian carry on with the original plan. Despite fierce counterattacks by the

50th Army, 2. Panzerarmee made substantial progress. The XXIV Armeekorps (mot) took Venev and destroyed 50 Soviet tanks on 24 November, and the LIII Armeekorps and XXXXVII Armeekorps (mot) encircled the 239th Rifle Division in Stalinogorsk. Further east, the 10. Infanterie Division (mot) sent its reconnaissance battalion northeast towards Ryazan.

Guderian wrote that 'a strong new enemy force' including the 108th Tank Division, the 299th Rifle Division, and the 31st Cavalry Division attacked the XXXXVII Armeekorps (mot)'s leading units and caused a critical situation. A Russian account claims that the 299th Rifle Division had no more than 800 men left, and the 108th Tank Division just 2,000 troops and 'thirty old and flimsy T-26 tanks'. These weak units were able to rock Guderian's vanguard back on its heels because German units throughout Army Group Centre were equally depleted, with regiments reduced to the strength of battalions, battalions to companies, and companies to platoons.

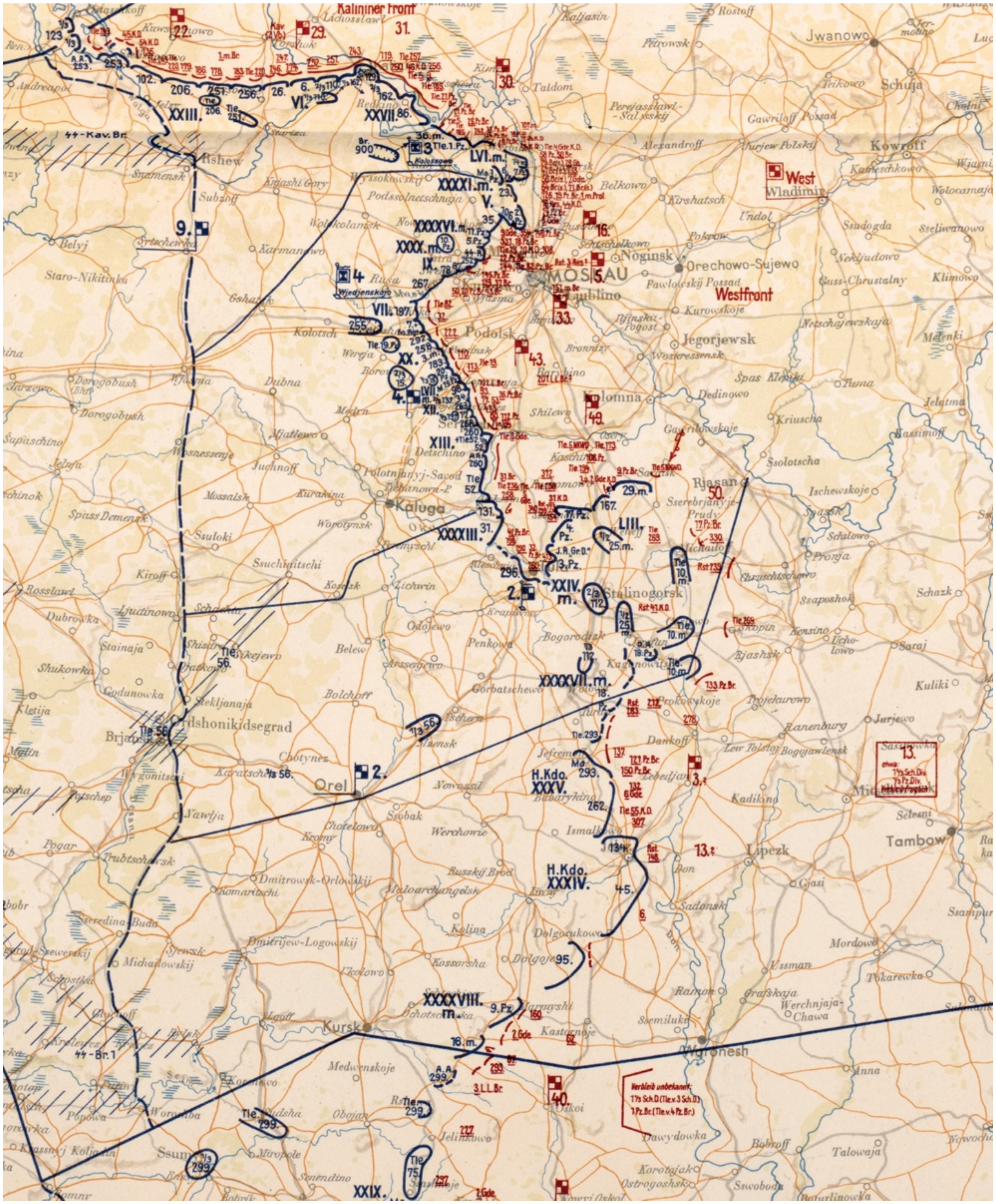
Nonetheless, by the evening of 25 November, a battlegroup of 17. Panzer Division was approaching Kashira. The entire 50th Army was now at risk of encirclement, but grimly clung to Tula – grateful that the right wing of Kluge's 4. Armee remained stationary. Zhukov hastily transferred General Vladimir I. Boldin's 2nd Cavalry Corps – reinforced by the weak 112th Tank Division – south from the 49th Army to defend the area between Kashira and Kolomna, which was then totally devoid of Soviet troops.

The 2. Armee began its advance towards Voronezh on 20 November, but its connection with Guderian's 2. Panzerarmee on the left was tenuous, and a wide gap yawned between its right and Army Group South's 6. Armee. The army was also thinly spread and very weak, since it comprised just seven half-strength infantry divisions, the badly depleted 16. Infanterie Division (mot), and the 9. Panzer Division – which had just one operational tank remaining.

Its advance nonetheless initially went well. Encountering negligible resistance, Höheres Kommando XXXIV took Livny on 25 November. Höheres Kommando XXXV made good progress further north until it ran into Red Army units stubbornly defending the road and rail line south of Yefremov on 25 November. On 2. Armee's extreme right wing, a surprise attack by the 9. Panzer Division took the town of Tim with on 21 November. After that, fierce counterattacks halted the XXXXVIII Armeekorps (mot) in its tracks. It could not resume its advance on Voronezh until Army Group South's 6. Armee came up abreast on its right, but the connection with Army Group South remained tenuous.

ARMY GROUP CENTRE

6 DECEMBER


Kalininer Front
Moskau
Westfront
West
Kaluga
Orel
Kursk
Woronesh
Rjasan
Tula
Stalinogorsk
Podolsk
Kolomna
Jwanowo
Wladimir
Tambow
Lipezk
Brjansk
Rshew
Wjasma
Mzensk
Jelez
Sumy
XXIII.
XXVII.
VI.
LVI.m.
XXXXI.m.
V.
XXXXVI.m.
XXXX.m.
IX.
VII.
XX.
XII.
XIII.
XXXXIII.
XXIV. m.
LIII.
XXXXVII.m.
H.Kdo. XXXV.
H.Kdo. XXXIV.
XXXXVIII. m.
XXIX.
SS-Kav.Br.
SS-Br.1
Verbleib unbekannt:
1/2 Sch.D. (Tle.v. 3 Sch.D.)
1 Pz.Br. (Tle.v. 4 Pz.Br.)

Soviet reserve armies started moving into the Moscow region during the final days of November. Lieutenant General Fyodor I. Kuznetsov's 1st Shock Army began assembling behind the Moskva–Volga Canal on 25 November, and

Lieutenant General Fillip I. Golikov's 10th Army was en route to Kashira by train. Major General Alexander I. Lizyukov was cobbling together a resurrected 20th Army in Moscow itself. 'Green' units also began reinforcing the front-line armies on 29 November.

That same day, Bock concluded that continuing the attack 'seemed without sense or purpose'. His troops were at the end of their strength and 'the fighting of the past 14 days has shown that the notion that the enemy in front of the army group had "collapsed" was a fantasy. Halting at the gates of Moscow, where the road and rail net of almost all of eastern Russia converge, is tantamount to heavy defensive fighting against a numerically far superior foe.' Halder shared Bock's concerns, but argued, 'An effort must be made to bring the enemy to his knees by applying the last ounce of strength.'

Meanwhile, the 7. Panzer Division had seized a bridgehead across the Moskva–Volga Canal on 27 November. Stalin released several tank-supported rifle brigades of the 1st Shock Army for a counterattack which drove the Germans back over the canal on 29 November.

Further south, the 2. Panzer Division captured Krasnaya Polyana – within 20 miles (32 kilometres) of the Kremlin – on 30 November. Some accounts claim that a German patrol reached Khimki, just a dozen miles (19 kilometres) from the Kremlin, but these may be apocryphal and could be associated with a rumour that German motorcyclists reached Khimki all the way back on 16 October when Moscow had descended into panic.

Kluge's XX Armeekorps finally attacked on 1 December and broke though the 33rd Army's front at Naro-Fominsk. It then wheeled north towards the Moscow–Minsk highway, threatening to cut off the 5th Army. If they routed the 5th Army, the Germans could follow the highway directly into Moscow. Zhukov threw every available reserve unit into the breach. On 3 December, the 33rd Army's commander, Lieutenant General Mikhail G. Efremov, personally led a counterattack by a rifle brigade, a few tank battalions, ski troops, and a Katyusha unit. After close-quarters village fighting pitting T-34s against StG IIIs, Efremov drove the Germans back to their start line on 4 December.

Guderian's effort to envelop Moscow from the south had ended even sooner. On the night of 26–27 November, the 239th Rifle Division abandoned its heavy equipment, broke out of Stalinogorsk on foot, and inflicted heavy casualties on elements of the 29. Infanterie Division (mot) which were cordoning off the city from the east. Further north, Belov counterattacked on 27 November, pushing the 17. Panzer Division back from Kashira. The 10. Infanterie Division (mot) sent small demolition parties to blow up the Kolomna–Ryazan rail line that same day, but they were unable to penetrate the Soviet line.

After the attack towards the Oka failed, Guderian turned his attention back to Tula. He now realized that opening the roads and railroads which ran through the city as supply routes was an essential prerequisite for any renewed advance northward. He planned to launch a pincer attack on 2 December with the XXIV Armeekorps (mot) striking from the east and the XXXXIII Armeekorps from the west. A simultaneous attack by 4. Armee's right wing would threaten the Tula–Moscow highway and divert the 50th Army's reserves. Yet, on the eve of the attack, Guderian learned that 4. Armee would not be ready until 4 December.

The XXIV Armeekorps (mot) could not wait and attacked on 2 December. It broke through the 50th Army's defences, and the 4. Panzer Division cut the railroad and highway north of Tula on 3 December. Yet, the corps was exhausted, out of fuel, and too weak to finish closing the encirclement on its own – and Soviet troops were massing to the north and south of the narrow salient it had seized. Guderian hoped that the XXXXIII Armeekorps could close the encirclement from the west, but its attack on 5 December got nowhere. According to Guderian, 'Cooperation by Fourth Army was limited to an action by a fighting patrol two companies strong which, after completion of its mission, returned to its previous position.' On the night of 5–6 December, Guderian ordered a general retreat back to the Don–Shat–Upa line.

Aware that his offensive was over, Bock had likewise begun planning to withdraw the exposed 3. and 4. Panzerarmees to a shorter and more defensible winter line. Zhukov's Western Front beat him to the punch. On the morning of 5 December, the 29th and 31st Armies began assaulting 9. Armee at Kalinin. Early the next day, the 30th, 1st Shock, and 20th Armies launched a pincer attack against 3. Panzerarmee and, by noon, Reinhardt had decided to fall back to Klin. Since the retreat exposed 4. Panzerarmee’s flank, it had to retreat as well. Army Group Centre’s Moscow offensive had failed, and the Red Army’s great Moscow counteroffensive had begun.

On 26 November, German troops had encountered British tanks for the first time on the Eastern Front. Since few Soviet-built tanks remained in action and production was badly disrupted, British tanks would comprise about 25 per cent of the armour which the Red Army employed during the opening phase of the Moscow counteroffensive.

ARMY GROUP CENTRE

CONCLUSIONS

From the start, Hitler and OKH had different ideas about what Army Group Centre's mission was. Hitler expected that Bock would encircle and destroy the Red Army's main concentration of forces west of the Dvina–Dnieper line, leaving a vast gap east of the rivers which Stalin would not be able to close for lack of reserves. Since he prioritized the Red Army's destruction above all other objectives, Hitler then intended to turn parts of Army Group Centre to the north and south to help the flanking army groups eliminate the Soviet armies facing them as well.

Halder and many other senior Heer commanders disliked of the dispersion of forces which Hitler's plan would entail and preferred a rapid, concerted offensive towards a single, hopefully decisive objective – Moscow. They believed that its conquest would cause Soviet morale to collapse, making it unnecessary for the Wehrmacht to destroy the Red Army in combat. Stalin certainly feared that possibility and always made defending Moscow his own top priority, forming new echelons of reserve armies in front of it one after another.

As it turned out, neither Hitler's nor Halder's strategy was practical, since both assumed that the Red Army had inferior equipment, lacked the will to fight, and was much, much smaller than it really was. From the very first day of the invasion, the Germans were shocked by how tenacious and aggressive Red Army troops were, and found to their dismay that many Soviet weapons were superior to their own. Soviet T-34 and KV heavy tanks, submachine guns, and certain newer antitank guns and artillery pieces such as the ZiS-3 7.62mm Divisional Gun were true 'world-beaters' which eclipsed anything in Germany's arsenal at the time. Yet, what stunned the Germans most of all was the way that new or reincarnated Soviet armies kept appearing at the front more rapidly than they were destroying those already encountered.

Thus, Hitler was wrong to suppose that Army Group Centre's initial attack would open a gap in the centre of the Eastern Front which the Red Army could be incapable of closing. And, due to logistical constraints, a rapid thrust towards Moscow in August 1941 could not have involved enough German divisions to overcome the line of Soviet reserve armies assembling east of Smolensk. All of Halder's, Bock's, and Guderian's plans for a near-term advance to the east were made in almost complete ignorance of these armies. Their existence and the need to shift Army Group Centre's logistical base forward to Smolensk effectively ruled out a major offensive towards Moscow before September.

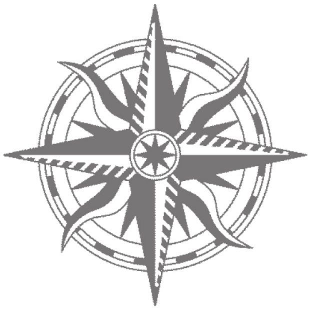
Army Group Centre suffered more from insubordination than either of its neighbours. Guderian was the worst offender, but Bock himself was also prone to ignore and circumvent orders coming down from Hitler through OKH. Ironically, while the army group commander often aided and abetted Guderian's insubordination, in other cases the headstrong panzer commander was unresponsive to Bock's own orders. The worst consequence of this breakdown in the chain of command was Guderian's failure to close the Smolensk Pocket in a timely fashion.

Since many of Army Group Centre's infantry divisions were tied down trying to eliminate the unsealed pocket, Hoth's and Guderian's panzer groups had to face the full fury of Timoshenko's initial counteroffensives almost entirely on their own. These attritional, defensive battles gradually wore down the mobile divisions' strength, inflicting personnel and equipment losses which the Heer could not replace. Timoshenko's unrelenting offensives also convinced Hitler to look for easier opportunities to eliminate Soviet armies on the flanks of Army Group Centre.

In any case, closing the gaps between the three army groups and destroying the Soviet armies wedged into them was a vital objective in its own right. Eliminating the 22nd Army in the Velikye Luki salient was important for both Army Group North and Army Group Centre, although the subsequent diversion of Hoth's LVII Armeekorps (mot) into the Valdai Hills served no major strategic purpose. And, despite his own prior arguments to the contrary, even Bock ultimately had to admit that the threat which the 21st Army posed to his right wing was too great to ignore.

Thanks largely to Guderian's widely read and self-serving memoir *Panzer Leader*, the decision to turn Panzergruppe 2 southward remains highly controversial. Yet, it's hard to see how Army Group Centre could have advanced towards Moscow, or Army Group South towards Kharkov and the Donbas, while the half-million-strong Southwestern Front was sitting undefeated on their flanks. In retrospect, it seems clear that the destruction of five Soviet armies in the Kiev Pocket was an essential prerequisite for Operation *Typhoon*.

Typhoon's failure is usually attributed to unfavourable weather and poor trafficability, but logistical problems were even more important. There were several occasions in early October when fuel shortages immobilized entire motorized corps *before* the rainy season arrived. And although mud-clogged roads nearly brought motorized supply traffic to a halt, chaos on the railroads that began long before the autumn rains arrived was the principal cause of Bock's logistical woes. The Germans simply did not have enough functioning rail lines, locomotives, or rail cars to sustain their armies in the East. As rule of thumb, each German *army* needed a multi-track rail line to keep it supplied, but in 1941, there was often only a single multi-track rail line supporting each German *army group*.

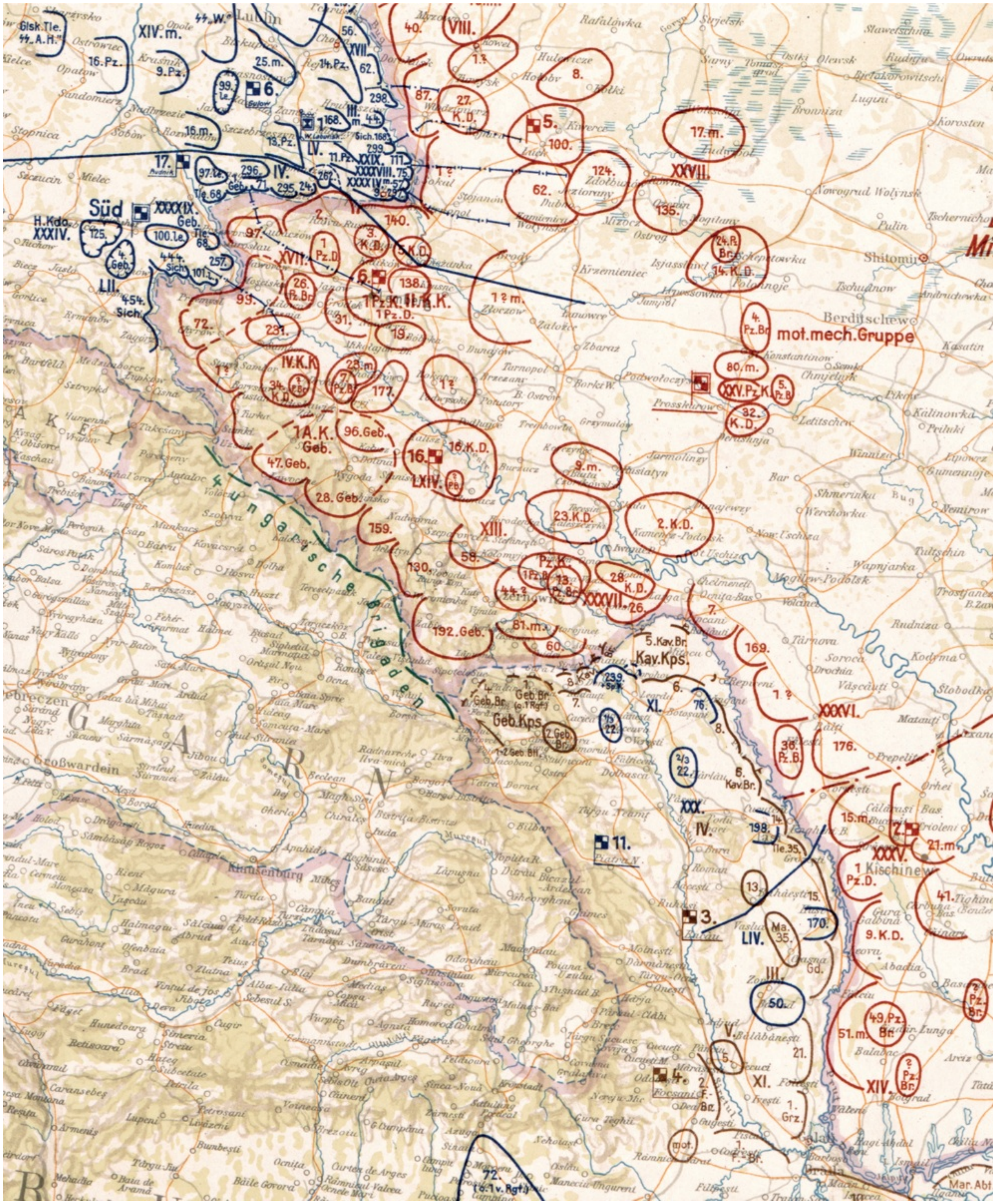


PART THREE

ARMY GROUP SOUTH

ARMY GROUP SOUTH

21 JUNE



Field Marshal Gerd von Rundstedt's Army Group South included the 6., 11., and 17. Armees, and Colonel General Paul von Kleist's Panzergruppe 1 with 720 tanks (211 Panzer IIs, 455 Panzer IIIs and IVs, and 54 command tanks).

Including units which began the campaign near the front in OKH reserve, it had 43 German divisions (30 infantry, five panzer, three motorized, two mountain, and three security) and the Liebstandarte ('Bodyguard') SS Adolph Hitler Motorized Brigade. The Romanian 3rd and 4th Armies were also effectively under Rundstedt's control. Although Romania's dictator, Marshal Ion Antonescu, titularly commanded all Axis forces in his country, the German 11. Armee was to 'plan and supervise the actual conduct of operations'.

The opposing Kiev Special Military District and Odessa Military District had the 5th, 6th, 26th, 12th, and 9th Armies and eleven mechanized corps. Colonel General Mikhail P. Kirponos' Kiev Special Military District – which became the Southwestern Front after hostilities began – controlled four armies and nine mechanized corps which contained the largest concentration of armour in world. Even excluding the 5th Mechanized Corps, which soon redeployed in front of Army Group Centre, Kirponos still had about 4,300 tanks. However, only about 800 of them were modern KVs and T-34s, and their crews had little training or ammunition. The remaining tanks were obsolescent models which were often in poor repair. Many were 'deadlined' for maintenance, and a great many more broke down during the first few days of fighting. Motorized infantry and artillery units would not become operational until they commandeered enough civilian vehicles.

The Balkan Campaign had forced Rundstedt to abandon plans to launch a pincer operation against the Lvov salient although the three Soviet armies massed there seemed ripe for encirclement. Since there was now little likelihood of trapping major Soviet forces early on, Panzergruppe 1 would have to rapidly break through the border armies, then envelop them single-handedly. To ensnare as many Red Army units as possible, Rundstedt and Kleist planned to drive all the way to the Dnieper before pivoting south and hoped that the river itself would help prevent the enemy's escape. And the longer they waited before wheeling south, the more likely it was that the slow-moving 11. Armee would be able to join in the encirclement.

The Balkan Campaign had left the 11. Armee with just seven infantry divisions in the country, four of which were still recovering from operations in Yugoslavia and Greece. Another – the 72. Infanterie Division – was tied down guarding the oil refineries at Ploesti against airborne attack. Worried that Stalin would launch a lightning offensive against Romania's oilfields, Hitler ordered the 11. Armee to stand on the defence and disperse its divisions as reserves behind the Romanian 3rd and 4th Armies. It would join in the invasion only after Army Group South's main advance forced the Soviets to weaken their forces aligned against Romania. Since Hungary was expected to remain neutral, the Soviets could hypothetically shift all their reserves between the Carpathian Mountains and the Black Sea up to attack the 17. Armee's southern flank. Its commander, General Carl-Heinrich von Stülpnagel, took the threat seriously, although Rundstedt did not.

Up in the north, the Pripet Marshes would loom unconquered over Rundstedt's left flank. Although the Imperial Russian Army had manoeuvred through the marshes in World War I, OKH wrongly believed that it would be impossible for large Soviet forces to operate there in 1941. Accordingly, neither Army Group Centre nor Army Group South initially committed any forces to clear them out, and the 'unattacked swamp region exercised a pernicious influence on the course of the operations'.

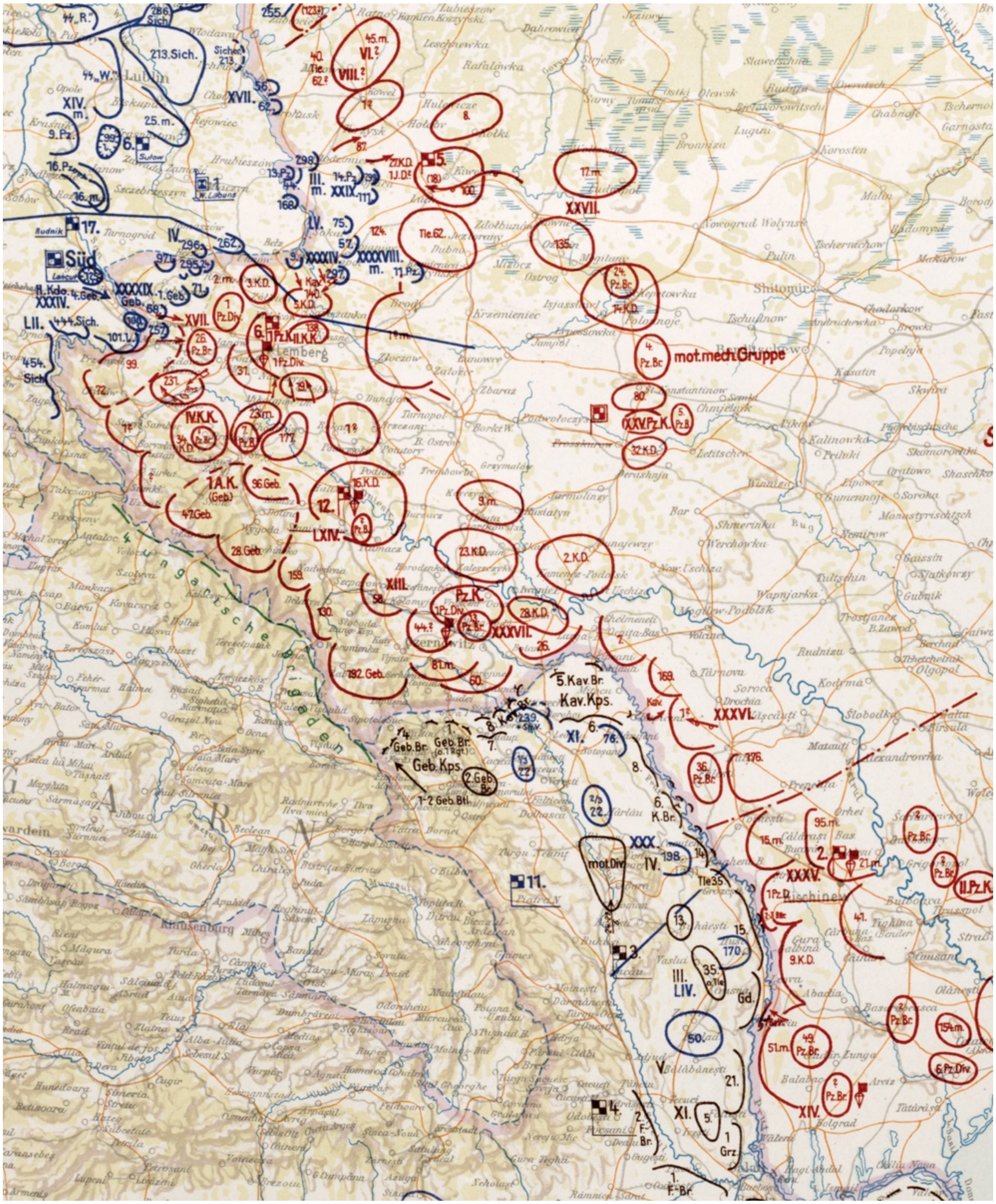
A dispute arose over how to employ Panzergruppe 1. Rundstedt ordered the 6. Armee to make the initial assault crossing of the Southern Bug River because he wanted to keep his mobile divisions intact. Yet, the 6. Armee's commander, Field Marshal Walter von Reichenau, insisted that Rundstedt subordinate Panzergruppe 1 to him so that panzers would be available to support the infantry breakthrough. Kleist objected to having his panzers attritted in a tactical breakthrough operation, but Rundstedt agreed to the subordination – though he stipulated that it would only be temporary.

Army Group South had many objectives spread across a vast theatre of operations. Panzergruppe 1 was supposed to seize Kiev and crossings over the Dnieper River below the city, then wheel southeast to encircle the Soviet armies west of the river. After it secured the line of the Dnieper, Army Group South would divide its forces to pursue multiple objectives in several different directions. It had to link up with Army Group Centre east of the Pripet Marshes, seize the industrial city of Kharkov, capture the Donbas mining/industrial region, and seize the Crimea. Finally, it was supposed to overrun the oilfields of the Caucasus.

Army Group South would be advancing through perfect tank country – the wide-open plains of Ukraine – but just reaching the Donbas would be difficult, since the region lay 680 miles (1,100 kilometres) from Operation *Barbarossa*'s start line. The Caucasian oilfields lay so far beyond the Donbas – 360 miles (600 kilometres) to Maikop, 600 miles (1,000 kilometres) to Grozny, and 900 miles (1,500 kilometres) to Baku – that only an immediate and total collapse of Soviet resistance would make it possible to reach them in 1941.

ARMY GROUP SOUTH

23 JUNE


Lublin
213.Sich.
XVII.
XIV.
9.Pz.
25.m.
6.
III.
XXIX.
17.
Süd
IV.
XXXXIX
Geb.
XXXXIV.
XXXXVIII.
11.Pz.
XVII.
LII.
454.Sich.
Lemberg
6.
VIII.
VI.
5.
17.m.
XXVII.
135.
24. Pz.Br.
mot.mech.Gruppe
Shitomir
XXV.Pz.K.
32.K.D.
IV.K.K.
1.A.K. (Geb)
12.
16.K.D.
96.Geb.
47.Geb.
28.Geb.
LXIV.
9.m.
23.K.D.
2.K.D.
XIII.
Pz.K.
XXXVII.
28.K.D.
Czernowitz
182.Geb.
81.m.
5.Kav.Br.
Kav.Kps.
8.K.Br.
XI.
6.
Geb.Kps.
8.
XXXVI.
36. Pz.Br.
176.
6. K.Br.
XXX.
IV.
198.
mot.Div.
11.
2.
XXXV.
Kischinew
15.m.
95.m.
9.K.D.
3.
13.
III.
LIV.
35.
Gd.
15.
170.
50.
21.
51.m.
49. Pz.Br.
XIV.
6.Pz.Div.
II.Pz.K.
4.
XI.
5.
1 Grz.
2. F-Br.
Ungarische Brigaden

Army Group South launched its main attack on 6. Armee's southern wing. Since infantry divisions led the way, only three of Kleist's eight mobile divisions crossed the river by the evening of 23 June. Yet, the main attack still pitted eight infantry and two panzer divisions against three weak Soviet rifle divisions.

- Vladimir Volynsky–Lutsk–Rovno axis: The 298. and 44. Infanterie Divisions, attached to III Armeekorps (mot), seized Vladimir Volynsky. The 14. Panzer Division advanced through the breach on 23 June with the 13. Panzer Division trailing behind.
- Sokal–Dubno–Ostrog axis: The XXXXVIII Armeekorps (mot)'s 75. and 57. Infanterie Divisions quickly advanced to the Southern Bug River – about 8 miles (13 kilometres) from the border – and seized a bridgehead at Sokal. Within hours, the 11. Panzer Division passed through them and was racing eastward.

A mere three divisions covered the entire northern half of the 6. Armee's sector. The 213. Sicherungs Division maintained a tenuous connection with Army Group Centre while VII Corps' two rifle divisions grabbed bridgeheads west of Kovel. This was a feint supported by the temporary presence of the 25. Infanterie Division (mot) behind them.

17. Armee also had three divisions covering the southern half of its sector. The 444. and 454. Sicherungs Divisions guarded the western bank of the San River near the Carpathian Mountains, while LV Corps' 101. Leichte Division took the railway bridge at Przemysl by *coup de main*. Further north, the XXXXIX Gebirgs ('Mountain') Korps crossed the San on a broad front, but had to overcome strong resistance by the 97th Rifle Division.

No river impeded IV Korps' five infantry divisions, but they had to conquer the formidable Rava Russkaya Fortified Region. Heavy 210mm, 280mm, and 600mm siege artillery units, and the Flammpanzer ('Flamethrower Tank') Abteilung 102 (24 modified French Char B2 heavy tanks) supported the attack. The 71. and 291. Infanterie Divisions pierced the main bunker line on 22 June, but Soviet tanks thrust between the 24. and 262. Infanterie Divisions. IV Korps had to commit its reserve, the 296. Infanterie Division, to stem a brief panic. Much of the Rava Russkaya Fortified Region remained in Soviet hands on the evening of 23 June.

At 2115 on 22 June, Stalin and Defence Minister Marshal Semyon K. Timoshenko issued People's Commissariat for Defence (NKO) Directive No. 3, which ordered two counteroffensives the following day to eliminate the penetrations achieved by Army Group Centre's Panzergruppe 3 at Alytus and Army Group South's Panzergruppe 1 at Vladimir Volynsky. Due to chaotic conditions and a general breakdown in communications, the NKO was unaware of the penetrations made by Army Group North's Panzergruppe 4 near Siauliai and by Army Group Centre's Panzergruppe 2 near Brest.

Directive No. 3 ordered the Southwestern Front to launch a converging attack on Vladimir Volynsky with the 5th and 6th Armies and at least five mechanized corps on 23 June, then press on to capture the city of Lublin – 60 miles (100 kilometres) west of the border – on 24 June! This order was patently absurd. German infiltrators, Ukrainian nationalists, and the Luftwaffe had wrecked the Kirponos' communications, and the mechanized corps moved slowly due to breakdowns, fuel shortages, and air attacks. Even the four closest to the border accomplished little on 23 June.

- 22nd Mechanized Corps: Most of the corps was concentrated around Rovno well back from the border, but the 41st Tank Division's tank regiments were on manoeuvres north of the Vladimir Volynsky. In keeping with prewar defence plans, they headed north to defend Kovel. The division commander detached a battalion of light tanks to help the 87th Rifle Division defend Vladimir Volynsky, but German antitank guns decimated the unit.
- 15th Mechanized Corps: The Germans detected the corps moving north to intercept the 11. Panzer Division on 23 June and laid an ambush for the 10th Tank Division. It lost 45 of the 100 tanks that reached the battlefield – including many KVs and T-34s. The 37th Tank Division did not fare as badly, but all that the 15th Mechanized Corps accomplished was to delay 11. Panzer Division's advance by a few hours.
- 4th Mechanized Corps: Facing looming threats at Przemysl, Rava Russkaya, and the northern approaches to Lvov, 6th Army kept the corps (with 761 tanks, including 470 KVs and T-34s) fruitlessly shifting back and forth during these crucial days. Hundreds of tanks broke down.

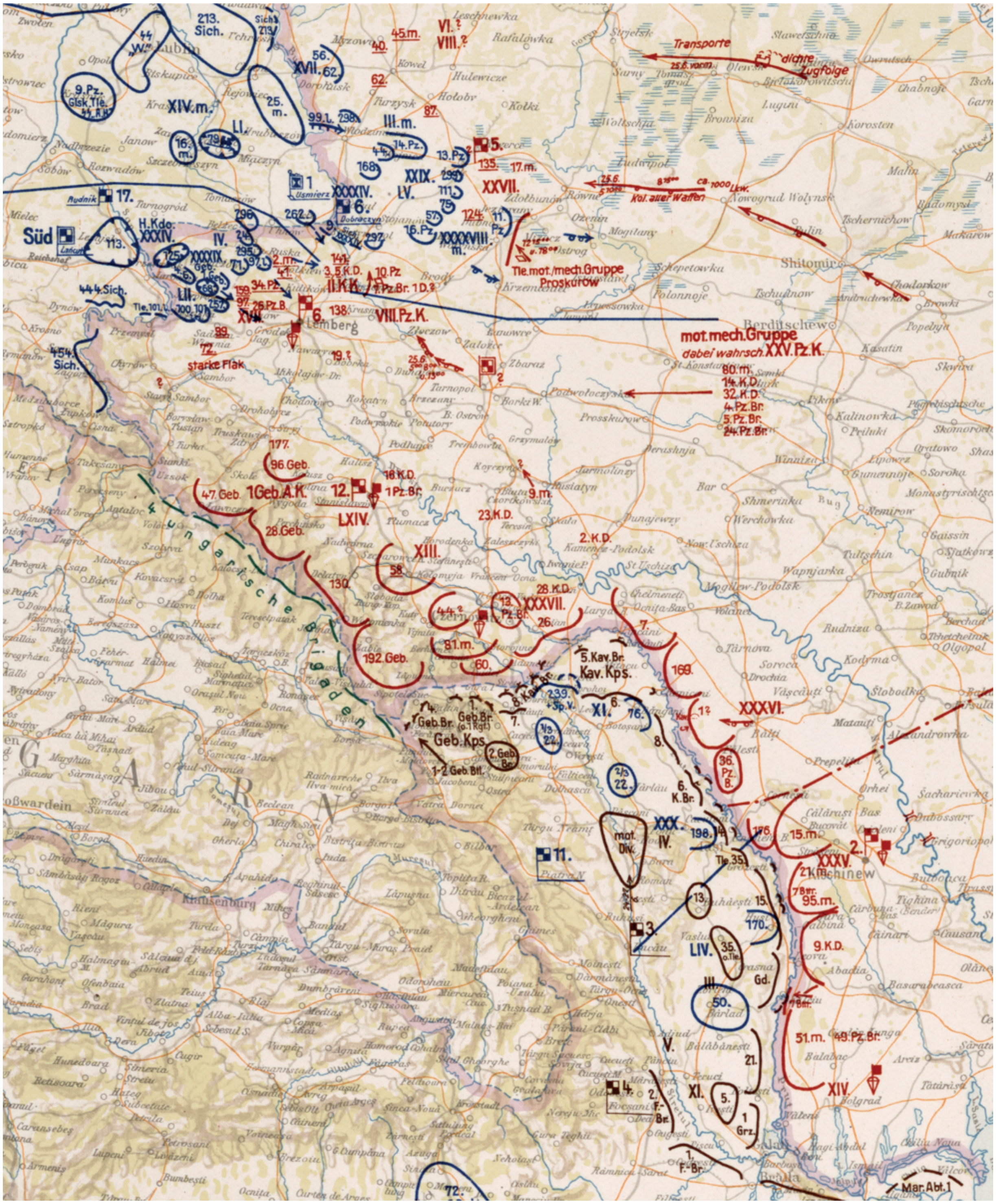
- 8th Mechanized Corps: This unit (with 793 tanks, including 171 KVs and T-34s) also received a stream of contradictory orders and wasted time hunting for parachute landings. These were either totally imaginary – perhaps based on pilots baling out of doomed aircraft – or involved only a few Brandenburger commandos and/or Ukrainian nationalist saboteurs fighting for the Germans. On the afternoon of 23 June, Kirponos ordered the 8th Mechanized Corps to change direction yet again and head east to Brody to join a counterattack on Panzergruppe 1's southern flank.

The Axis armies in Romania were supposed to stand on the defensive, but Romanian troops captured several bridges spanning the Prut River and the Guards Division seized a sizeable bridgehead. Five brigades of the neutral Hungarian Army guarded the passes through the Carpathian Mountains.

On 23 June, Stalin formed the Main Command of the Armed Forces of the USSR (or Stavka) to control the war effort. Its members included Stalin, General Georgy Zhukov (head of the General Staff), and Timoshenko, who served as chairman.

ARMY GROUP SOUTH

25 JUNE


Transporte
dichte Zugfolge
XIV.m.
XVII.
LI.
XXIX.
LV.
XXXXIV.
XXXXVIII.
XXVII.
III.m.
Süd
H.Kdo. XXXIV.
IV.
XXXIX.
LII.
XVII.
6.
17.
1
5.
II.K.K.
VIII.Pz.K.
Tle.mot./mech.Gruppe Proskurow
mot.mech.Gruppe dabei wahrsch. XXV.Pz.K.
Kol. aller Waffen
Lemberg
Shitomir
Berditschew
Rowno
Luzk
Dubno
Brody
Tarnopol
Proskurow
Winniza
starke Flak
1.Geb.A.K.
47.Geb.
96.Geb.
28.Geb.
12.
LXIV.
XIII.
XXXVII.
192.Geb.
81.m.
60.
Kav.Kps.
Geb.Kps.
XI.
XXX.
LIV.
III.
V.
XI.
XXXVI.
XXXV.
XIV.
15.m.
95.m.
9.K.D.
51.m.
49.Pz.Br.
11.
3.
4.
2.
4. ungarische Brigaden
Kischinew
Czernowitz
Stanislau
Kolomea
Mar.Abt.1

Kirponos had to postpone the counteroffensive originally scheduled for the evening of 23 June until the morning of 24 June. However, he had decided to leave most of the 4th Mechanized Corps to help defend Lvov, and the 8th

Mechanized Corps was strung out east of the city on the road to Brody. Further north, the 9th and 19th Mechanized Corps' motorized units had to keep stopping to let their foot-marching elements catch up and were still two days from the front. That left only the already weakened 15th and 22nd Mechanized Corps (-) to counterattack – the former aiming at Vladimir Volynsky and the latter targeting the 16. Panzer Division – in concert with battered front-line Soviet infantry divisions. The 22nd Mechanized Corps' detached 41st Tank Division counterattacked separately west of Kovel. None of these poorly coordinated attacks went well.

- Vladimir Volynsky–Lutsk axis: After the 1st Antitank Brigade halted the 14. Panzer Division's advance, the weak 19th Tank Division's last 45 tanks – light T-26s – counterattacked and pushed the Germans back a short distance. However, the 14. Panzer Division counterpunched with devastating effect and savaged the 19th Tank Division, killing or wounding the divisional commander and all his regimental commanders. The 22nd Mechanized Corps' commander also died in this battle. The 13. Panzer Division joined the fray on 25 June, when the two panzer divisions outflanked the 1st Antitank Brigade and ejected the 9th Mechanized Corps' 131st Motorized Division from Lutsk.
- Sokal–Dubno axis: The 15th Mechanized Corps failed to get into action on 24 June, as contradictory orders kept its 10th and 37th Tank Divisions marching and countermarching. Its 212th Motorized Division waited at Brody for the 8th Mechanized Corps. The 11. Panzer Division pressed on relentlessly, brushing aside elements of the 37th Tank Division, and seized Dubno from the march on 25 June. Following behind, the 16. Panzer Division pivoted southeast to cover XXXXVIII Armeekorps (mot)'s southern flank. On 25 June, the 10th and 37th Tank Divisions lost heavily in see-saw battles against the panzers and a regiment of the 57. Infanterie Division.

Eleven infantry divisions of the 6. Armee's XXIX, XXXXIV, and LV Armeekorps guarded the western portion of the panzer thrusts' outer flanks and advanced through the area between them, helping to encircle the 87th, 124th, and 135th Rifle Divisions and several border guard regiments. The

299., 111., and 75. Infanterie Divisions marched so rapidly that they almost kept pace with the panzers and were nearing the highway between Lutsk and Dubno by the evening of 25 June. Rundstedt released Panzergruppe 1 from the 6. Armee's operational control that same day.

Further south, the 17. Armee cleared the Rava Russkaya Fortified Region and pressed on towards Lvov with its IV Armeekorps, XXXXIX Gebirgs-Korps, and LII Armeekorps. The Soviet 6th Army had the travel-worn 4th Mechanized Corps launch a local counterattack northwest of Lvov, but the effort was poorly coordinated and had no artillery support. It accomplished little and cost the 8th and 32nd Tank Divisions 35 tanks – 19 of which were precious T-34s.

The 8th Mechanized Corps, which had moved up into the same general area, did not join in the counterattack because it had received new orders to head east and strike at Panzergruppe 1's southern flank. As in the case of the 4th Mechanized Corps, all of this marching and countermarching caused hundreds of tanks to fall by the wayside due to breakdowns and fuel shortages. Both corps thus dissipated much of their armoured strength before they ever saw combat.

Army Group South's southern wing remained inert, with the German 11. Armee's divisions dispersed as reserves behind the Romanian 3rd and 4th Armies. However, Field Marshal von Rundstedt was already anxious for it to go over to the offensive.

As the map shows, German intelligence had little information about the Soviet units facing Army Group South. Only one of Kirponos' mechanized corps – the 8th – is correctly placed and identified. The others are either missing entirely or appear only as isolated and frequently misnumbered tank and motorized units. Moreover, most of these units are erroneously depicted as brigades, which the Germans erroneously believed was the largest motorized formation that the Red Army possessed. Nonetheless, the Luftwaffe had spotted dangerous concentrations of Soviet armour converging on Panzergruppe 1 and 6. Armee. The Soviet buildup on their rapidly lengthening and thinly guarded southern flank was particularly worrisome.

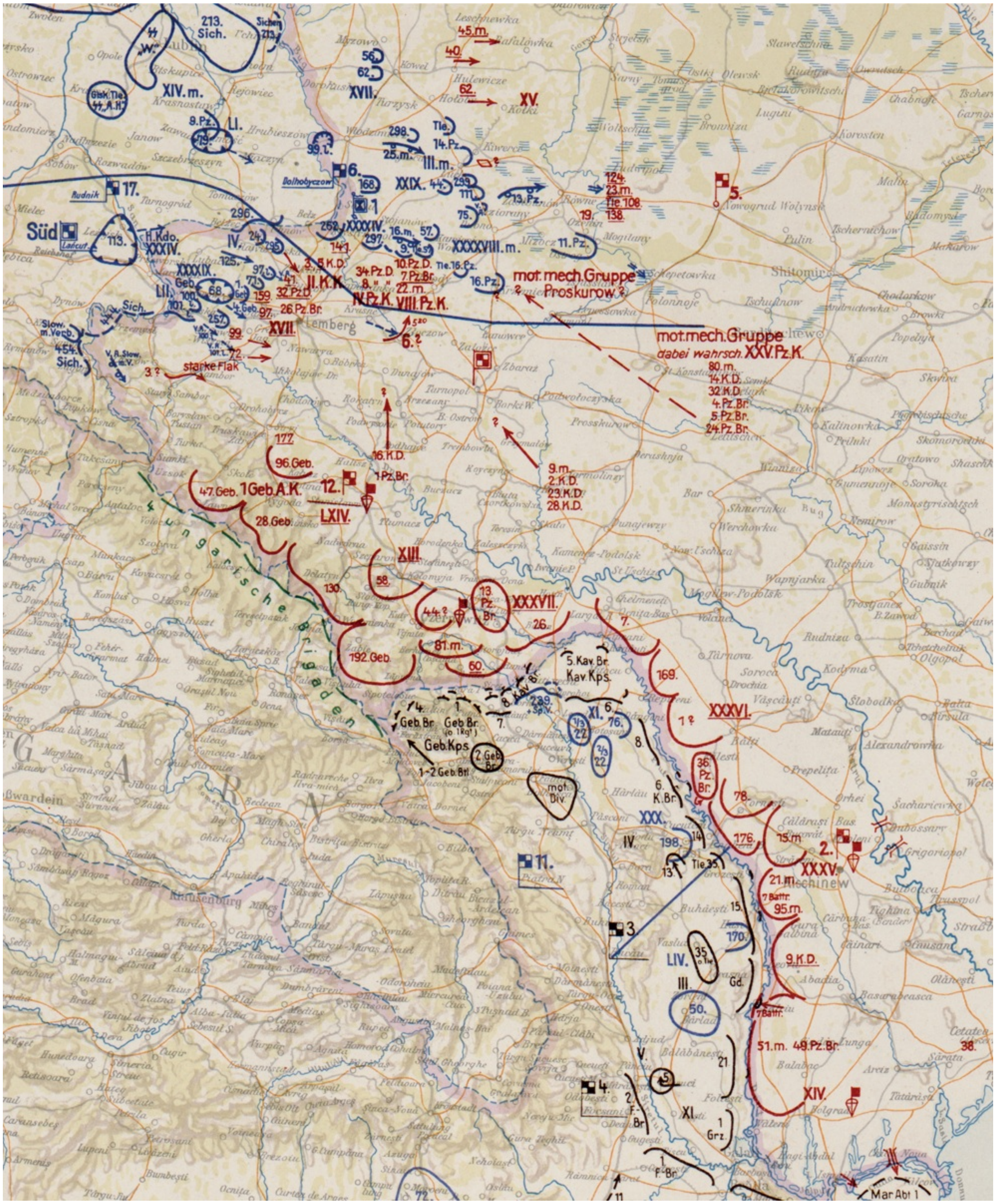
Rundstedt wanted the 17. Armee to advance more quickly to cover the 6. Armee's exposed flank. He believed it was moving slowly because General

Stülpnagel was excessively worried that the 12th and 26th Armies would attack his own southern flank. Rundstedt, who doubted that the Soviets were capable of seizing the opportunity, told Stülpnagel to re-orient most of his divisions eastward.

Hungary remained neutral, but many senior figures in its government and army favoured joining in the war even though their nation had no territorial disputes with the Soviet Union. They believed that Hungary had to intervene to win favour with the Germans. They feared that Romania could use its participation in Operation *Barbarossa* to leverage Hitler into returning the territory in Transylvania that he had awarded to Hungary in 1940.

ARMY GROUP SOUTH

27 JUNE



Süd
17.
6.
1
11.
3
4
5.
2.
XIV.m.
LI.
XVII.
III.m.
XXIX.
XXXXIV.
XXXXVIII.m.
IV.
H.Kdo. XXXIV.
XXXXIX. Geb.
LII.
II.K.K.
IV.Pz.K.
VIII.Pz.K.
XV.
mot.mech.Gruppe Proskurow
mot.mech.Gruppe dabei wahrsch. XXV.Pz.K.
1Geb.A.K.
12.
LXIV.
XIII
XXXVII.
XXXVI.
XXXV.
XIV.
XXX.
LIV.
III.
V.
XI.
Geb.Kps.
Kav.Kps.
ungarische Brigaden
starke Flak
Lemberg
Kischinew
Mar Abt 1

The situation on Army Group South's front was far more complex than it appears on the map, which also depicts many nonexistent and misidentified Soviet units. The 6. Armee and Panzergruppe 1 were actually engaged in a wild melee with five Soviet mechanized corps. Further west, troops of the 87th, 124th, and 135th Rifle Divisions remained at large behind the 6. Armee's front, and several border guard detachments were still holding out all the way back on the Southern Bug River.

The Southwestern Front's counteroffensive finally began on 26 June with a pincer attack on the XXXXVIII Armeekorps (mot). The weak 9th Mechanized Corps merely feinted towards the road from Lutsk to Dubno with its 35th and 20th Tank Divisions – which had just 130 operational tanks remaining – while the 131st Motorized Division blocked the 14. Panzer Division east of Lutsk. Further south, the equally weak 19th Mechanized Corps' 40th Tank Division reached the highway north of Dubno and the 43rd Tank Division penetrated into the town, cutting off the 11. Panzer Division.

On the left wing of the southern pincer, the 15th Mechanized Corps was supposed to sever the XXXXVIII Armeekorps (mot)'s main supply route. However, its tank divisions gained little ground on 25 August as German artillery firing over open sights halted attacks led by their few remaining KVs. The 212th Motorized Division remained behind guarding Brody.

Further east, the 8th Mechanized Corps was supposed to seize Dubno from the southwest. Although the corps had lost half its tanks during its meanderings, the 12th Tank Division still had enough KVs and T-34s to push back the 57. Infanterie Division and defeat a counterattack by the 16. Panzer Division. However, the 34th Tank and 7th Motorized Divisions accomplished little, and all three divisions suffered heavy casualties. The Luftwaffe destroyed all of the tractors towing the 12th Tank Division's artillery and devastated the 8th and 15th Mechanized Corps' poorly camouflaged command posts. The 15th Mechanized Corps' commander, Major General Ignatiy I. Karpezo, was severely wounded.

The Germans also wheeled the 13. Panzer Division and the 75., 111., and 299. Infanterie Divisions southeast. On 27 June, the 13. Panzer Division drove down the highway from Lutsk, rolling over the 9th Mechanized Corps' weak forward detachments, then pivoted east towards Rovno. The 111. Infanterie Division likewise cleared the highway south to Dubno. The 11. Panzer Division completely ignored the battle raging in its rear and pressed on to capture Ostrog, about 36 miles (58 kilometres) east of Dubno, on 27 June.

The fact that the 11. Panzer Division never lost a beat is incredible given what was happening behind it. Overnight, conflicting orders caused the 8th Mechanized Corps to start retreating, then turn around to resume attacking. Due to the confusion and a lack of fuel, most of the 12th Tank Division did little on 27 June. However, other elements of the division joined the 34th Tank Division and a motorcycle regiment in Mobile Group Popiel – named after its commander, the 8th Mechanized Corps' military commissar, Colonel Nikolay K. Popiel. This task force broke through northward, cutting off most of the 16. Panzer Division, severing the XXXXVIII Armeekorps (mot)'s main supply route, and advancing all the way to the western outskirts of Dubno with about 200 tanks.

Although the situation alarmed Hitler and OKH, things were not as bad as they looked. The 14. Panzer Division had decimated the 22nd Motorized Corps north of Lutsk. In the Lutsk–Dubno–Rovno triangle, the depleted 9th and 19th Mechanized Corps were falling back as the 13. Panzer Division drove into their rear areas. That left only the 8th and 15th Mechanized Corps as immediate threats. Moreover, the 25. and 16. Infanterie Divisions (mot) had crossed the Southern Bug and were moving east rapidly, and Kleist still had the XIV Armeekorps (mot) (9. Panzer Division, SS Infanterie Division (mot) Wiking, and the SS Liebstandarte Brigade) in reserve west of the river – though supply convoys clogged the roads in front of it. Wiking was manned predominantly by volunteers from Norway, Sweden, Denmark, and Finland.

Kirponos' only uncommitted mobile reserves were the weak 16th and 24th Mechanized Corps, and the 8th Tank Division, which was moving east to reinforce the 15th Mechanized Corps. The rest of the 4th Mechanized was fighting in front of Lvov. Kirponos lost most of the 5th Mechanized Corps on 26 June, when it set out by train for Smolensk with the rest of the 16th Army. However, when he learned about the 11. Panzer Division's advance, the army's commander, Lieutenant General Mikhail F. Lukin, diverted its 109th Motorized Division to Ostrog on his own authority.

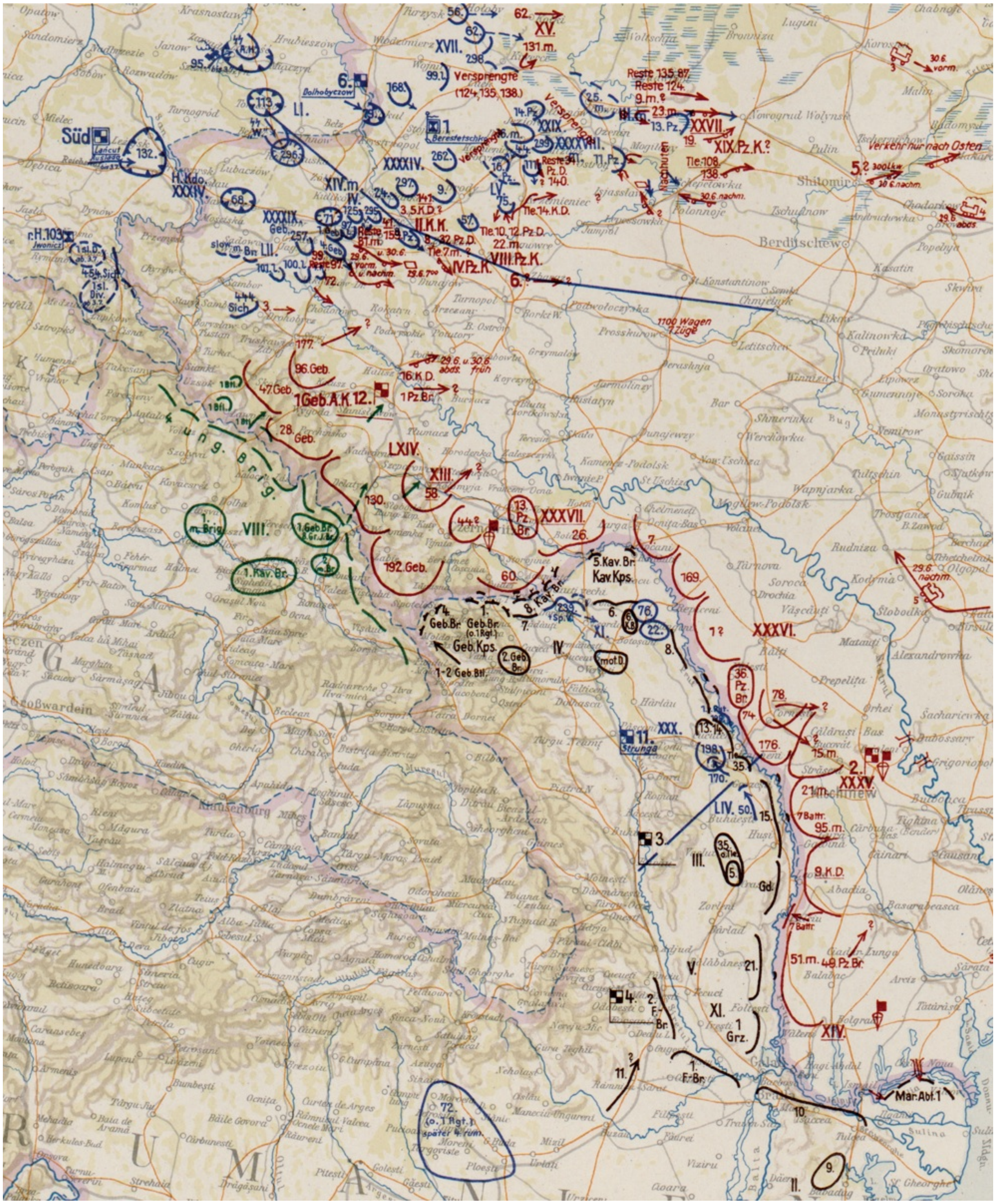
If Panzergruppe 1 reinforced the 11. Panzer Division, it might achieve a strategic breakthrough that would doom the 6th, 12th, and 26th Armies, which were still fighting far to the west in the Lvov salient. Thus, on 26 June, Kirponos ordered the 6th Army to withdraw from the Przemysl and Rava

Russkaya Fortified Regions and fall back on Lvov. The 17. Armee, joined by the two-division-strong Slovakian Expeditionary Army Group, advanced on the heels of the retreating Soviets.

On 25 June, the Odessa Military District became the Southern Front under the command of Lieutenant General Ivan V. Tyulenev. He had the 9th and 18th Armies – the latter newly arrived from the Kharkov Military District – and the 2nd and 18th Mechanized Corps. Meanwhile, the 11. Armee was concentrating forces on its left wing in preparation for an attack on the southern flank of the Lvov salient.

ARMY GROUP SOUTH

30 JUNE



By 30 June, German intelligence was starting to piece together the Soviet order-of-battle and had identified many of the tank and motorized divisions arrayed against Panzergruppe 1. Yet, there are still many omissions and some

misidentifications on the map, although it does correctly show *versprengte* ('scattered') groups of Red Army soldiers behind the 6. Armee and Panzergruppe 1.

On 28 June, Kirponos positioned the weak 24th Mechanized Corps some distance south of Ostrog to prevent Panzergruppe 1 from thrusting behind the 6th, 12th, and 26th Armies. However, the 8th Mechanized Corps' thrust to Dubno's western outskirts convinced him to order the 9th and 19th Mechanized Corps to resume their attacks towards the town, and the 15th Mechanized Corps to continue pushing towards Berestechko. Their assaults accomplished nothing, because all three of these formations were already disorganized, exhausted, and severely weakened.

With the Soviet counteroffensive focusing most of its fury elsewhere, the III Armeekorps (mot) remained on the attack. The 13. Panzer Division had penetrated between the decimated 9th and 19th Mechanized Corps, and seized Rovno by *coup de main* on 28 June. The 25. Infanterie Division (mot) took over the defence of Rovno the following day as the 13. Panzer Division thrust further east on the road to Novograd Volynsky. The 14. Panzer Division, which had made little progress in its attacks east of Lutsk, abandoned that axis of advance and wheeled south to follow behind the rest of the corps.

The XXXXVIII Armeekorps (mot)'s 11. Panzer Division remained locked in combat at Ostrog with Group Lukin – which had the 109th Motorized Division and the newly arrived 213th Motorized Division of the 19th Mechanized Corps. On 28 June, the 16. Panzer Division and 75. Infanterie Division linked up behind the 34th Tank Division and reopened the corps' main supply route. The 8th Mechanized Corps' 7th Motorized and 12th Tank Divisions tried to advance north to link up with the 34th Tank Division, but barely escaped encirclement themselves. Over the next several days, the 44. Infanterie Division from the north and the 16. Panzer Division from the south closed in on the 34th Tank Division. Some of the 10,000 trapped Red Army troops broke out on the night of 30 June–1 July, but only a handful of tanks escaped since most were completely out of fuel.

While 15th Mechanized Corps – reinforced by the 4th Mechanized Corps' 8th Tank Division – was pressing its futile attacks northward, the rest of the

4th Mechanized Corps was facing westward in front of Lvov. In between, the 6th Rifle Corps' front bent 90 degrees to connect with the flanks of the two mechanized corps. On 30 June, the XIV Armeekorps (mot)'s 9. Panzer Division penetrated through this weak spot and drove east behind the 15th Mechanized Corps. The 8th and 10th Tank Divisions would lose much of their remaining armour escaping from encirclement over the next several days. The 6th Army abandoned Lvov on 30 June and retreated to a chain of hills further east.

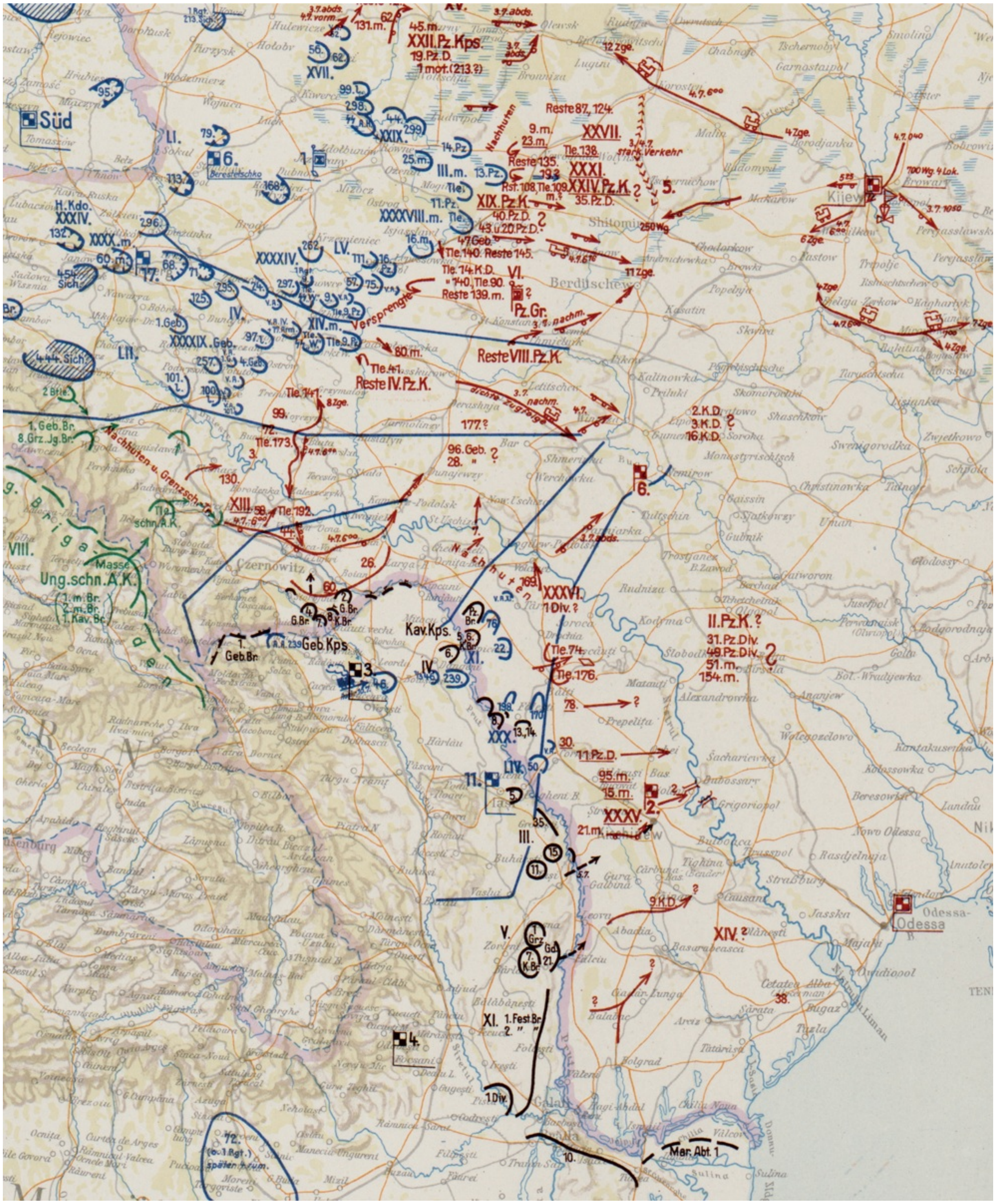
Stavka finally admitted that the great counteroffensive had failed and, fearing a German breakthrough at Ostrog, ordered the entire Southwestern Front to begin falling back into the partially dismantled Stalin Line fortifications east of the 1939 border. This disproves the notion that Stalin invariably refused to allow retreats that would have saved Soviet armies from destruction in 1941. Despite Ukraine's importance as the Soviet Union's principal 'breadbasket' region, there was plenty of room for the Southwestern Front to trade space for time. Such was not the case in front of Leningrad and Moscow, towards which Army Groups North and Centre were making much more rapid progress. Stavka accordingly considered Ukraine a theatre of secondary importance and had already ordered Kirponos to detach his reserve 16th and 19th Armies to help halt Army Group Centre at Smolensk on the road to Moscow. The only compensation he had received so far was the 7th Rifle Corps, transferred from Tyulenev's Southern Front.

Rundstedt, Hitler, and OKH all feared that the Southwestern Front's strategic withdrawal would allow most of the Soviet forces opposing Army Group South to escape from the planned encirclement west of the Dnieper. The urgency of cutting off their retreat made it all the more imperative for the 11. Armee attack northeast from Romania to form the southern pincer of the encirclement.

Hungary declared war on 29 June, citing the bombing of Kosice (Kassu) three days earlier as a *casus belli*. It was most likely a misdirected Soviet air raid intended to hit a Slovakian city, but could also have been a Luftwaffe 'false flag' operation. The five Hungarian brigades in the Carpathian passes had little difficulty breaking out into the plains east of the mountains since the Soviet divisions in front of them had already begun withdrawing.

ARMY GROUP SOUTH

4 JULY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45.m.
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XXVII.
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35.Pz.D.
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XIX.Pz.K.
40.Pz.D.
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XXXXVIII.m.
Kijew
Browary
Korosten
Shitomir
Berditschew
H.Kdo. XXXIV.
XXXX.m.
17.
XXXXIV.
LV.
XIV.m.
Versprengte
Pz.Gr.
Reste VIII.Pz.K.
Reste IV.Pz.K.
XXXXIX.Geb.
LII.
44.Sich.
IV.
Nachhuten u. Grenzschutz
XIII.
Ung.schn.A.K.
Masse
VIII.
Czernowitz
Kav.Kps.
Geb.Kps.
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XI.
XXX.
LIV.
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XXXVI.
II.Pz.K.?
31.Pz.Div.
49.Pz.Div.
51.m.
154.m.
11.Pz.D.
95.m.
15.m.
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Mar.Abt.1
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3.K.D.
16.K.D.
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177.?
Nachhuten
Galatz
Kischinew
1.Div.
10.

Stavka wanted the Southwestern Front to retreat into the Stalin Line slowly between 1 and 9 July, since a precipitate flight would expose the 6th, 12th, and 26th Armies to encirclement. To cover their retreat, Kirponos received orders to go ahead with a counterattack which the 5th Army had been preparing since 29 June. Its right wing was relatively intact, and the 22nd Mechanized Corps' 41st Tank Division still had about 100 T-26 light tanks and a dozen KV-1s. Most of the division had been in reserve at Kovel waiting for a panzer attack that never came since only German infantry divisions attacked on that axis.

The 5th Army's front line formed a 'balcony' hanging ominously over the 6. Armee's northern flank. Its own rear areas were secure since they backed up against the Pripet Marshes, which the Germans had chosen to ignore. The threat that the 5th Army posed to Army Group South's and Centre's inner flanks began to disrupt German strategy as early as 1 July, when OKH released divisions from its strategic reservces to the 6. Armee for an to attack into the Pripet Marshes towards Sarny.

The 5th Army's counterattack began on 1 July. Despite heavy losses, the 22nd Mechanized Corps initially enjoyed some success. By the morning of 2 July, its reconstituted 19th Tank Division had made a deep penetration east of Lutsk in the direction of Dubno, with the 41st Tank Division following in echelon on its left. Yet, although the 9th Mechanized Corps had received reinforcements, it made little progress against the 14. Panzer Division and 25. Infanterie Division (mot) defending north and west of Rovno. The 19th Mechanized Corps was fully committed in defensive battles east of Rovno and could not attack at all.

The Germans struck back on the afternoon 2 July. The SS Liebstandarte Brigade drove eastward from Lutsk into the rear of the 19th Tank Division and forced it into flight. The divisional headquarters was cut off and did not return to friendly lines for another week. The collapse of its right-hand neighbour forced the 41st Tank Division to retreat as well. Further south, the Germans finished off the last remnants of the 34th Tank Division. This marked the end of the series of tank battles that Russian historians call the Battle of Brody.

The counterattacks had stunned Army Group South, held up Panzergruppe 1's advance for a week, and given the 6th, 12th, and 26th Armies time to begin retreating. Yet, since German infantry, antitank, and artillery units absorbed most of the Soviet tank attacks, they knocked out few panzers. By one account, Panzergruppe 1 lost only about 125 tanks from all causes during this period. In exchange, the Soviets lost about 2,500 tanks – mostly to mechanical failures, fuel shortages, and bogging down in marshes. By 2 July, the 22nd Mechanized Corps had lost 90 per cent of its strength, the 8th and 15th Mechanized Corps 85–90 per cent, and the 9th and 19th Mechanized Corps about 70 per cent. Moreover, two of six mechanized corps commanders, six of 18 tank division commanders, and ten of 30 tank regiment commanders had become casualties.

On 4 July, Rundstedt ordered Kleist to turn two motorized corps southeast towards Kirovograd to get behind the retreating Soviet armies. The third motorized corps was to capture bridgeheads over the Dnieper at Kiev. The 6. Armee was also to split into two groups. The northern group would advance on Kiev while the southern group followed behind Kleist's main body. The 17. Armee was to continue pursuing the 6th, 12th, and 26th Armies. They were falling back faster than the 5th Army since they had further to go before reaching the Stalin Line, and their right (northern) flank was dangerously exposed.

Rundstedt's southern wing sprang into action on 2 July, but it had given the opposing Soviet armies ten priceless days in which to finish mobilizing and deploying their forces.

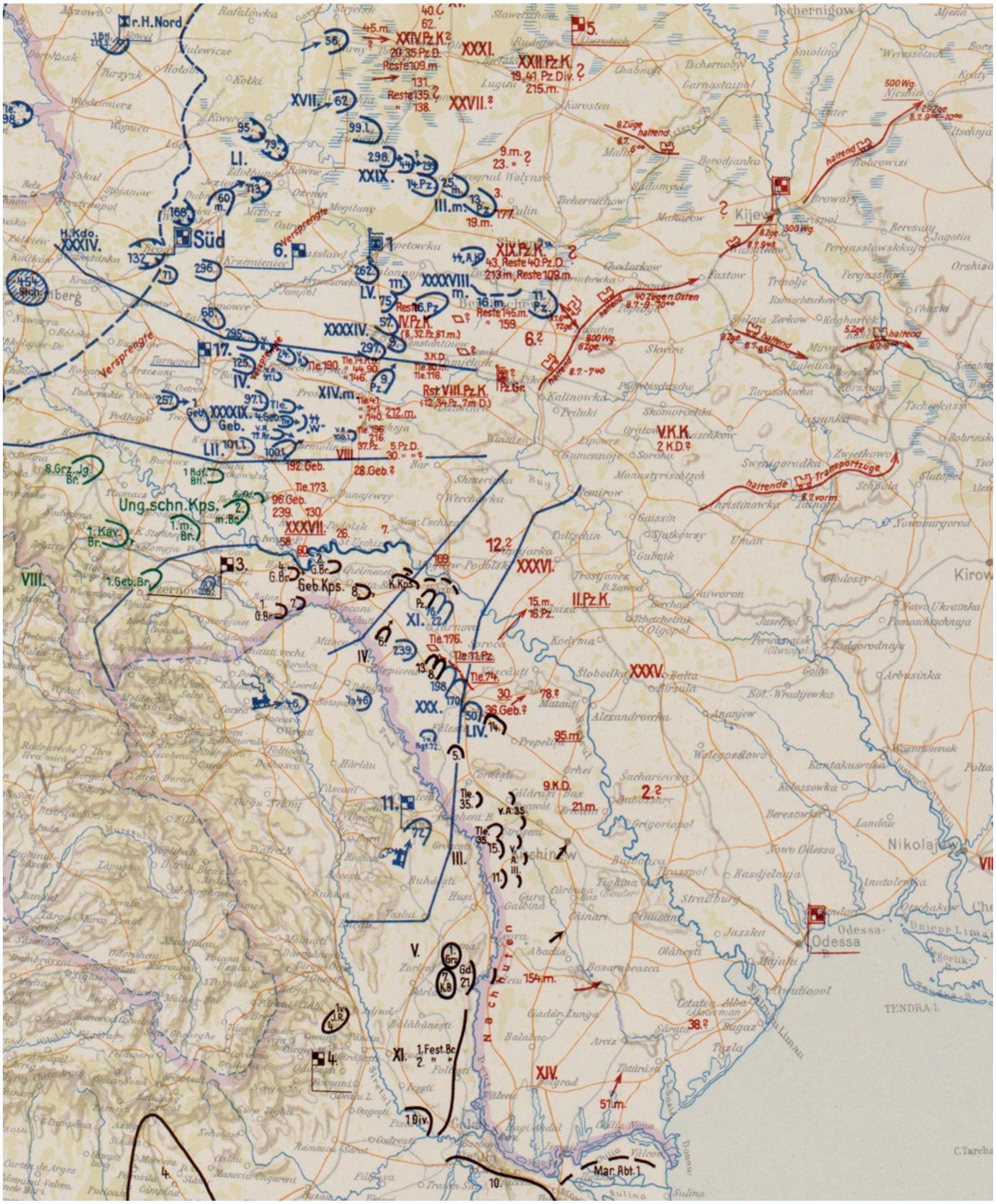
- The Romanian 3rd Army attacked north with the Mountain Corps' three mountain brigades – actually 'binary' divisions with two mountain regiments of three battalions apiece – reinforced by the 8th Cavalry Brigade. The attack made rapid progress because the 18th Army's right wing was already retreating to keep pace with the Southwestern Front's withdrawing 12th Army. The Romanians almost trapped a considerable number of Soviet troops south of the Dniester River when the Luftwaffe destroyed a pontoon bridge at Khotin.
- The 11. Army, with most of the 3rd Army under its operational control, attacked northeast towards the Dniester River. The Cavalry Corps and the 1st Armoured Division (-) – with 126 R-2 tanks (essentially Panzer 35(t)s – joined in XI Corps' main thrust towards Mogilev Podolsky. It made rapid progress because General Tyulenev – overestimating German

strength in Romania – aimed to fall back across to the Dniester. This reinforced Rundstedt's conviction that the 11. Armee could have safely attacked sooner. The 11. Armee's commander, Colonel General Eugen von Schobert, asked OKH to release the 72. Infanterie Division, which was still guarding Ploesti.

- The Romanian 4th Army's III Corps – supported by the 2nd Armoured Regiment's 75 slow-moving French R-35 tanks – spent three days crossing the Prut, but advanced eastward on a broad front. Further south, Soviet forces penned V Corps' Guard and 21st Divisions in a narrow bridgehead at Tiganca and inflicted heavy casualties on them. The II and XI Corps defended the lower Prut and the Danube Delta.

ARMY GROUP SOUTH

8 JULY



After two weeks, Panzergruppe 1 still had not made a clean breakthrough, putting Rundstedt's entire campaign plan at risk. If he didn't destroy the 6th, 12th, and 26th Armies west of the Dnieper, reaching the Crimea, the Donbas, and Kharkov would be impossible. Fortunately for him, Stavka had no intention of pulling them back across the Dnieper to avoid encirclement. Instead, they were merely withdrawing into the Stalin Line. Moreover, the Luftwaffe had spotted fortifications under construction between Korosten and Berdichev, which suggested that the Southwestern Front would try to hold west of the Dnieper even if driven from the Stalin Line. Rundstedt, who had been considering having Panzergruppe 1 turn south immediately to intercept the 6th, 12th, and 26th Armies, decided instead to proceed with the planned wider encirclement although logistical problems were already emerging.

The III Armeekorps (mot) hit the 5th Army's southern wing, which was standing fast in the Stalin Line's Novograd Volynsky Fortified Region while the rest of the army retreated into the Korosten Fortified Region. The modern fortifications held up the German advance along the main highway to Kiev, but on 7 July, the 13. Panzer Division captured a bridgehead across the Slucz River a little further south. That same day, the XXXXVIII Armeekorps (mot)'s 11. Panzer Division pierced the Stalin Line and lunged eastward to capture Berdichev, severing the link between the 5th and 6th Armies.

Stavka ordered Kirponos to have the two armies launch converging attacks to seal the gaps, while militia units mobilized to defend Kiev. The 12th Army, fighting on the Southwestern Front's left wing, released the 16th Mechanized Corps to reinforce the 6th Army's counterattack. The remnants of the 9th, 15th, 19th, and 22nd Mechanized Corps – with a total of about 250–300 tanks – joined in the 5th Army's counterattack. They ran headlong into the XXXXVIII Armeekorps (mot), which launched an offensive of its own on 8 July that opened a wide gap in the 5th Army's front.

On 7 July, Rundstedt had begun planning to assemble Attack Group Kiev to capture the city and establish a bridgehead across the Dnieper. General Werner Kienitz would command his own XVII Armeekorps, the XXIX Armeekorps – also from 6. Armee – and the III Armeekorps (mot). LI Armeekorps, moving up from OKH's reserves, might also join in the attack. Hitler wanted the rest of Panzergruppe 1 to turn sharply south from Berdichev and encircle the 6th, 12th, and 26th Armies near Vinnitsa.

Rundstedt wanted to go further east to Belaya Tserkov before turning south, since 11. Armee lacked the strength to make a rapid advance to link up with

Panzergruppe 1 east of Vinnitsa. Elements of the 11. Armee's XI Armeekorps, the Romanian 1st Armoured Division, and the Cavalry Corps reached the Dniester on 7 July. However, the fortifications of the Mogilev Podolsky Fortified Region across the river barred the way northeast. Reinforcements were coming by rail in the form of the 46. and 72. Infanterie Divisions, but, for the moment, the 11. Armee had just six German and four Romanian divisions available.

When Stavka realized how weak the 11. Armee was, it revoked its earlier authorization for the Southern Front to retreat behind the Dniester. Instead, it now ordered Tyulenev to counterattack and restore his original front on the Prut. On 7 July, he hit the Romanian 4th Army's left wing with the 2nd Mechanized Corps, the 2nd Cavalry Corps, and the 48th Rifle Corps. The Romanian 35th Division, a formation manned by recently recalled reservists, lost 44 artillery pieces and 2,200 prisoners. The III Corps' advance ground to a halt as it went into a defensive hunker.

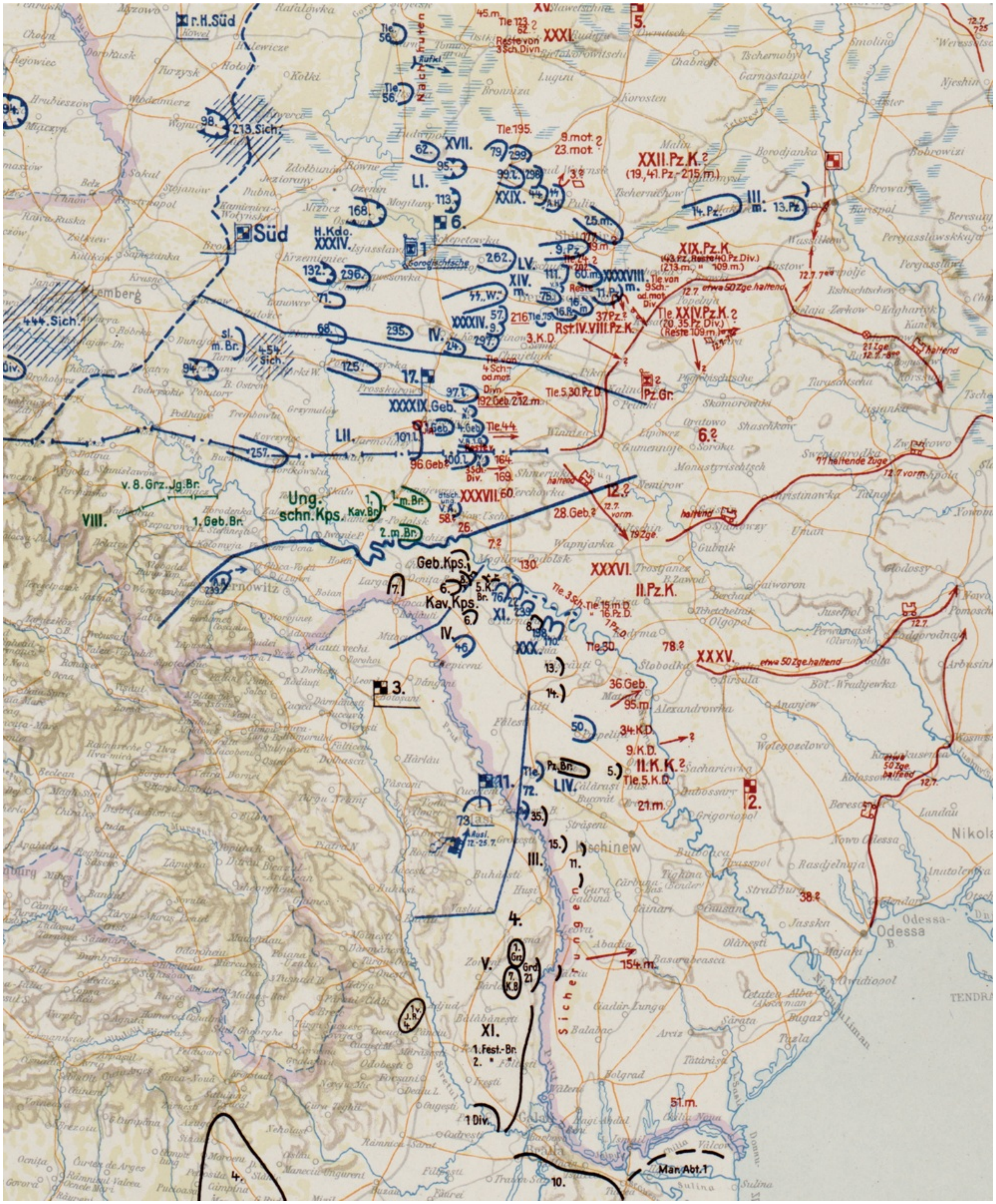
The Hungarian Mobile Corps operated autonomously, following the retreating 12th Army. Its 1st and 2nd Motorized Brigades each had a motorized infantry regiment of three battalions, two bicycle battalions, a motorized artillery battalion, and an armoured cavalry battalion. At full strength, each had 20 Toldi light tanks, 32 Italian CV.33 and CV.35 tankettes, and two dozen Csaba armoured cars.

While Hungarians were in pursuit, the Slovakian Expeditionary Army Group had gone barely 50 miles (80 kilometres) into Soviet territory due to logistical problems and a shortage of motor vehicles. While the bulk of the two Slovakian divisions served with the 17. Armee's Rear Area Command, their motorized elements coalesced into the ad hoc Slovakian Mobile Command. This brigade-sized unit commanded by Colonel Rudolf Pilfousek included a motorized infantry battalion, a motorized artillery battalion, a recon battalion, and a light tank battalion equipped with Panzer 35(t)s. Yet, although Brigade Pilfousek had started forming back on 28 June, it only began moving forward on 8 July.

Hitler, Halder, and Brauchitsch met on 8 July. Their mood was upbeat since an intelligence briefing asserted that the severely battered Red Army was now incapable of maintaining a continuous front and had nearly depleted its reserves.

ARMY GROUP SOUTH

12 JULY



The III Armeekorps (mot) poured through the breached Stalin Line defences. The 13. Panzer Division captured Zhitomir on 9–10 July, with the 14. Panzer Division following behind. The 5th Army's 7th Rifle Corps, defending the fortifications between the two German panzer thrusts, found itself surrounded. On 9 July Rundstedt issued orders for simultaneous offensives southward from Berdichev and eastward towards Kiev. The 17. Armee transferred the IV Armeekorps to Panzergruppe 1 to join in the planned Vinnitsa encirclement.

Attacking on two axes nearly 90 degrees apart made sense only if the Southwestern Front was no longer capable of striking back. The Germans quickly learned that was not the case when the 5th and 6th Armies struck yet again on 10 July, spreading consternation all the way up the German chain of command.

- The 6th Army attacked from the south with Operational Group Berdichev (elements of the 16th Mechanized Corps, and the remnants of the 15th Mechanized Corps and the 8th Tank Division) supported by the 37th and 49th Rifle Corps. The Soviets isolated the 11. Panzer Division at Berdichev and penetrated behind the 16. Panzer Division as it moved east to break the siege. The Luftwaffe had to drop supplies to both units while the 16. and 60. Infanterie Divisions (mot) tried to reopen their lines of communication.
- The 5th Army attacked from the north with the 31st Rifle Corps and the remnants of the 9th and 22nd Mechanized Corps (about 100 tanks in total). Aiming to link up with the 7th Rifle Corps, they pushed into the thinly guarded region through which the 13. and 14. Panzer Divisions had just passed and cut the road between Novograd Volynsky and Zhitomir. Kleist had to commit the 25. Infanterie Division (mot) and the SS Liebstandarte Brigade to shore up his flank.

Here again, German panzer commanders refused to be distracted from their own missions. Thus, even as the 5th Army threatened its lines of supply, the 13. Panzer Division's weak Kampfgruppe Raczek (ten tanks, several infantry companies, an artillery battery, and an antitank company) sprinted east and reached the Irpen River just 15 miles (24 kilometres) from downtown Kiev on 11 July.

Rundstedt believed that he could take Kiev by *coup de main* when the entire III Armeekorps (mot) came up, but Hitler forbade an attack on the city without infantry support, and none would be available for several weeks. The 5th Army's offensive from the Pripet Marshes had convinced OKH that it would be too risky to detach General Kienitz's XVII Armeekorps from the 6. Armee – which could not spare XXIX Armeekorps either. Rundstedt reluctantly had to abandon his plan for simultaneous offensives to the south and east.

Meanwhile, the rest of Panzergruppe 1 was tied down in fierce battles raging around Berdichev and Zhitomir, and the 11. Armee's advance had halted on the Dniester opposite Mogilev Podolsky, where it was marshalling its forces and stockpiling supplies for a major assault over the river. Starting on 10 July, heavy rains, which were unusual at that time of year, turned the roads to mud and slowed the delivery of supplies.

Hindered only by the pursuing 17. Armee and Hungarian Mobile Corps – which came under Army Group South's command on 9 July – the 6th and 12th Armies were escaping the Vinnitsa encirclement. Despite the mud, they could move more rapidly than Axis units since they were more accustomed to the conditions and were willing to abandon – and destroy – vehicles and heavy equipment that became badly bogged down.

Since a thrust directly south from Berdichev would no longer trap the bulk of the escaping Soviet armies, Rundstedt and Brauchitsch convinced Hitler to have Panzergruppe 1 advance southeast through Belaya Tserkov instead. Yet, even as they won this argument, Kirponos was taking steps to impede the new advance. On 12 July, he pulled the 26th Army's headquarters out of the front and sent it to take command of fresh Soviet forces assembling along the Dnieper southeast of Kiev.

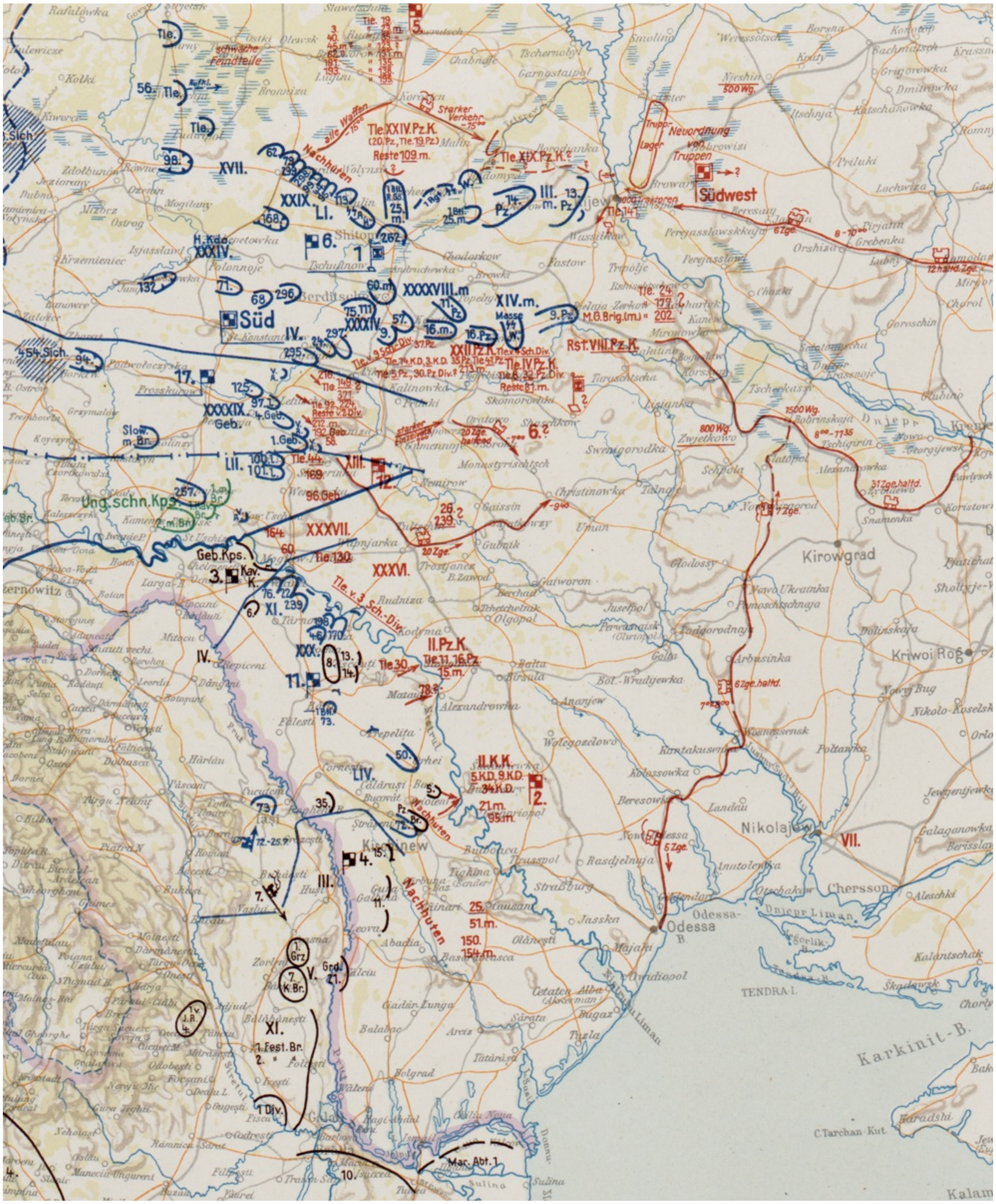
The Romanian 4th Army's III Corps' advance ground to a halt on 10 July at the Cornesti Massif – also known as the Central Moldavian Plateau. This was a series of forest-clad ridges standing up to 400 metres tall that ran roughly east to west above Kishinev, then curved almost 180 degrees to run southeast parallel to the Prut. Further south, the Romanian 4th Army's V Corps was still stuck in the Tiganca bridgehead and had suffered a crippling 8,000 casualties.

The Romanian 4th Army's stalled offensive left the rear of the Romanian 3rd Army and 11. Armee dangerously exposed. Soviet attacks targeting this weak area forced General Schobert to divert forces from his planned offensive across the Dniester. He turned the LIV Armeekorps sharply southward to outflank the Cornesti Massif with the German 50. and 72. Infanterie Divisions – the latter was still arriving by rail – plus the Romanian 5th Infantry Division and the brigade-sized 1st Armoured Division (which was still missing one of its armoured regiments).

As part of a general reorganization of the Soviet command structure, on 10 July, Stalin placed Marshal Semyon M. Budenny in command of the Southwestern Strategic Direction – that is, the Southwestern and Southern Fronts and the Black Sea Fleet. Budenny was not blessed with great military talent and had difficulty controlling operations in his vast area of responsibility due to poor communications and confusion arising from constant German attacks.

ARMY GROUP SOUTH

16 JULY



The strong Soviet counterattacks and continuing rain had forced most of Army Group South into an operational pause, but Panzergruppe 1 resumed its advance on 14–15 July. The XIV Armeekorps (mot)'s 9. Panzer Division drove rapidly southeast against light resistance and reached a point about 18 miles (30 kilometres) west of Belaya Tskerkov. The SS Wiking Division, which had extricated most of its troops from the battles north of Zhitomir, was right behind the 9. Panzer Division.

The intensity of the 5th Army's assaults started to fall off, and the 6th Army temporarily halted its attacks at Berdichev. By this point, Rundstedt had become convinced that the 6. Armee had to destroy the 5th Army before pushing on to Kiev. With that in mind, he wanted Liebstandarte and the 25. Infanterie Division (mot) to participate in an attack north to Korosten that would envelop the 5th Army from the east. On 15 July, he also requested assistance from the southern wing of Army Group Centre.

OKH rejected Rundstedt's proposal to split Panzergruppe 1 and insisted that all of its motorized formations join in the attack to the southeast. Destroying the 5th Army was an important objective, but eliminating the 6th and 12th Armies – which together numbered about three times as many divisions – took precedence. Thus, on 16 July, Rundstedt began planning to split the 6. Armee in two. To cover the left and right flanks of the corridor formed by Panzergruppe 1's eastern advance, the army had already divided into separate wings facing north and south. Rundstedt decided to place the six infantry divisions in the south under the command of an ad hoc army headquarters led by General Viktor von Schwedler – commander of the recently transferred IV Korps. Gruppe von Schwedler would march south to provide infantry support for Kleist's offensive. The rest of the 6. Armee, attacking north, would have to overcome the 5th Army with limited forces and no motorized formations.

It proved impossible to pull out Liebstandarte and the 25. Infanterie Division (mot) immediately since no infantry divisions were available to replace them. Moreover, on 16 July the stubborn 5th Army launched yet another counterattack roughly midway between Zhitomir and Kiev. Spearheaded by the 27th Rifle Corps, it aimed to link up with Soviet units attacking from the south. This would cut off the III Armeekorps (mot), eliminating the immediate threat it posed to Kiev and the longer-term danger that it could envelop the 5th and 6th Armies. Although the 6th and 12th

Armies had already withdrawn over a hundred miles (160 kilometres) from the Lvov salient, they were still at great risk of encirclement.

Kirponos was anxious to pull back the 6th and 12th Armies, but Stavka still clung to the hope that counterattacks might yet close the breach in his front. The option of falling back across the Dnieper was unpalatable because the Southern Front would have to follow suit, abandoning the vast, economically vital region on the river's right bank – which bulged 300 miles (nearly 500 kilometres) to the east. Heavily laden trains spotted heading east had alerted the Germans that the Soviets were moving factories out of the area, and Hitler and OKH were anxious for Panzergruppe 1 to thrust downstream to halt the evacuations.

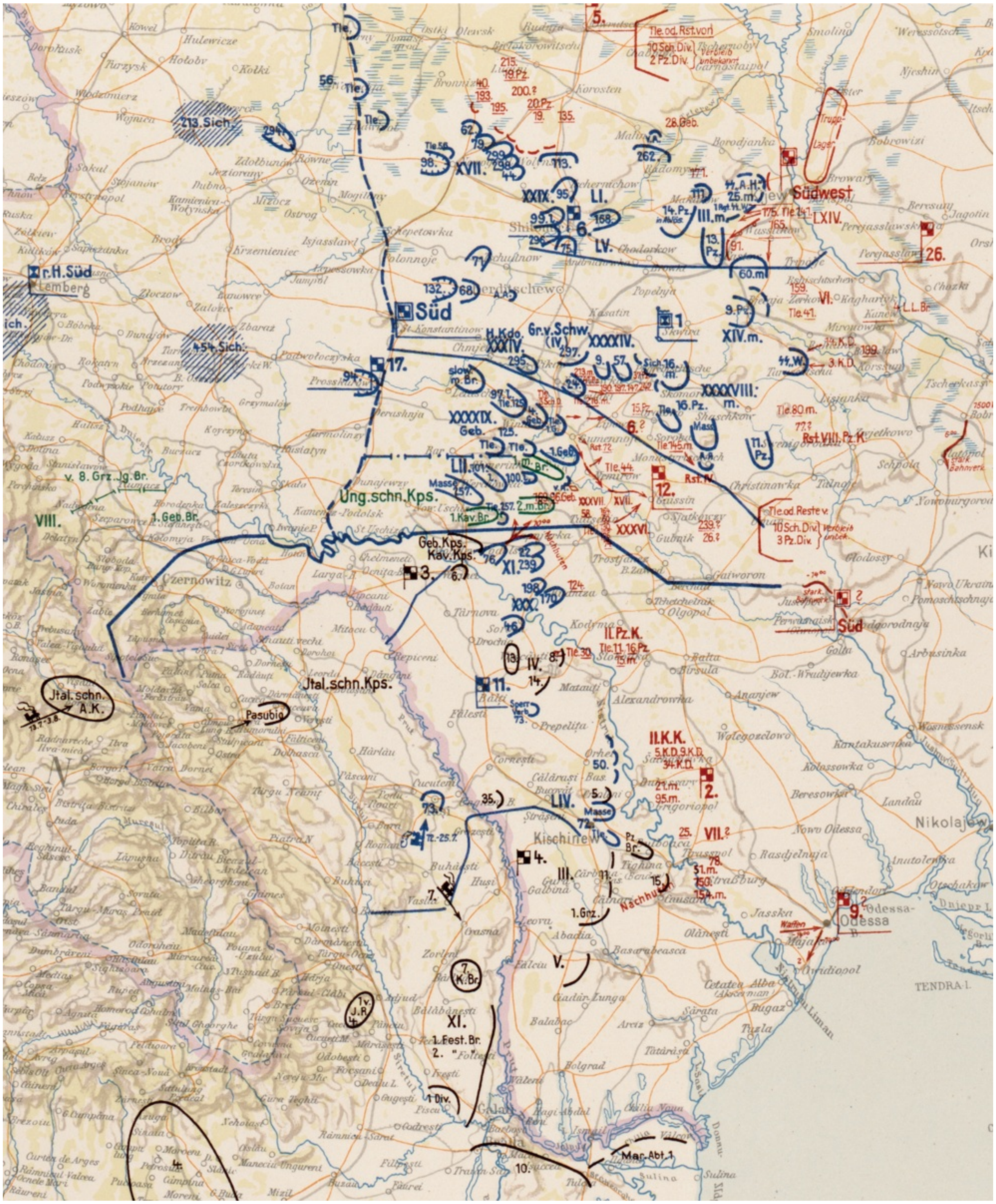
On 16 July, Army Group South placed the Hungarian Mobile Corps under the operational control of the 17. Armee. Reinforced by the German 257. Infanterie Division, the Hungarians had the mission of attacking into the flank and rear of the 18th Army units defending Mogilev Podolsky. Their advance would greatly benefit the 11. Armee, whose attack across the Dniester had been delayed by supply shortages and was now scheduled to begin on 17 July.

The LIV Armeekorps' flank attack on the Cornesti Massif began on 14 July and achieved rapid success. After the 9th Army expended most of its available reserves in fruitless and costly counterattacks the following day, the 50. Infanterie Division and the Romanian 1st Armoured Division (-) marched into Kishinev on 16 July. This advance outflanked the 9th Army's Coastal Group – whose 25th, 51st, and 150th Rifle Divisions had been clinging stubbornly to the lower Prut and the Danube Delta – and threatened it with encirclement.

By now, German intelligence had built a much more accurate picture of the Soviet order-of-battle opposing Army Group South, although many Red Army units were still missing or misplaced. With few exceptions, the Soviet units contesting Rundstedt's advance were the same ones that had been on hand – many of them, well back from the border – when Operation *Barbarossa* began. Although the Red Army was far larger than the Germans had imagined, its mobilization had barely begun in mid-July and few new divisions were ready for combat. Stavka had sent most of its prewar reserve armies to halt the lightning advances of Army Groups North and Centre. Since Army Group South was advancing more slowly, the Southwestern and Southern Fronts received relatively few reinforcements.

ARMY GROUP SOUTH

20 JULY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Kav.Kps.
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454.Sich.
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VII.
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5.
Odessa
Czernowitz
Lemberg
Korosten
Berditschew
Shitomir
Mar.Abt.1
1.Fest.Br.
7.K.Br.
1.Div.
Nachhuten
TENDRA-I.

Fighting raged all along Army Group South’s front on 17 July. The 111. and 262. Infanterie Divisions helped the 14. Panzer Division halt the 5th Army’s latest counterthrust. However, the southern wing of the Soviet pincer attack kept the III Armeekorps (mot) pinned down in front of Kiev until infantry divisions began relieving it on 19 July.

The rest of Panzergruppe 1 was already attacking. Still preferring a deep envelopment, Rundstedt and Kleist wanted to advance all the way to Kirovograd before turning inward. Hitler and OKH insisted that the XXXXVIII Armeekorps (mot) strike directly south towards Uman to form a closer encirclement while XIV Armeekorps (mot) alone headed for Kirovograd. However, on 18 July, the 26th Army attacked on both sides of Belaya Tserkov with seven divisions. This well-timed counterthrust against Kleist's eastern flank took the XIV Armeekorps (mot) by surprise and halted its advance.

Further west, heavy rain slowed the XXXXVIII Armeekorps (mot)'s advance on Uman. Nonetheless, on 20 July, the 16. Panzer Division ground forward into Monastyryshche, putting the northern pincer of the encirclement well behind the 6th and 12th Armies. However, at this very moment, the 2nd Mechanized Corps – transferred north from Tyulenev's Southern Front – joined the 24th Mechanized Corps in front of the XXXXVIII Armeekorps (mot). The two fresh Soviet mechanized corps halted the 11. and 16. Panzer Divisions in their tracks with another flurry of counterattacks.

It seemed that the 6th and 12th Armies might still escape the trap closing in around them. On 17 July, Kirponos had ordered the two armies to withdraw behind the Dnieper, but Stavka insisted that they halt their retreat well west of the Dnieper on a new line extending south-southwest from Belaya Tserkov to the town of Gaisin 40 miles (65 kilometres) west of Uman. Panzergruppe 1 had already seized the line's northern anchor, but Stavka was counting on the 26th Army to restore the situation.

The 17. Armee's pursuit continued, though slowed by strong Soviet rearguards. OKH was considering the possibility of giving the army a mechanized capability by reinforcing it with the 2. Panzer Division, which had gone in reserve just west of the border after returning from the Balkan Campaign. Nothing came of this, since the division needed more time to reconstitute, and Hitler wanted to keep it ready for further operations after the Soviet Union collapsed. The 2. Panzer Division would ultimately join Army Group Centre in September.

On the southern wing of the encirclement, the 11. Armee resumed its offensive on 17 July. Striking across the Dniester into the Mogilev Podolsky Fortified Region, it breached the Stalin Line defences on 18 July. The following day, it assumed operational control of the Hungarian Mobile Corps, whose motorized formations would lead the chase after the 18th Army's fleeing right wing.

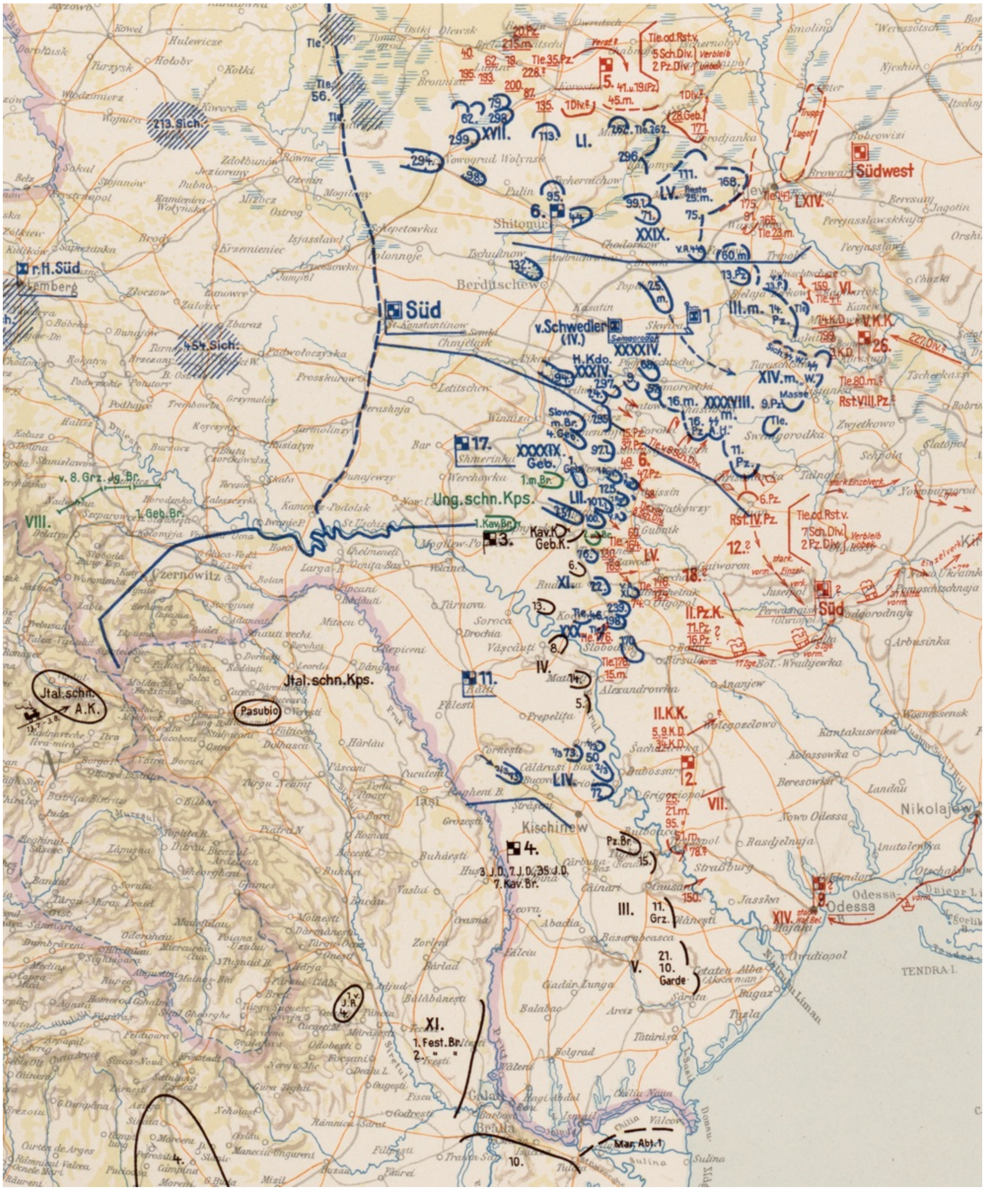
Yet, LIV Armeekorps was still driving to the southeast, diverging 90 degrees away from the 11. Armee's main, northeasterly axis of advance. It aimed to cross the Dniester at Dubossary, then wheel southeast to trap the Southern Front against the Black Sea. Meanwhile, the Romanian 1st Armoured Division (-) (shown on the map as 'Pz. Br.') had finished off Soviet rearguards at Kishinev and was chasing the 95th Rifle Division towards the Dniester. The Soviet forces in southern Bessarabia were also in retreat east towards the Dniester, with the Romanian 4th Army slowly following behind.

On 19 July, Hitler issued Führer Directive No. 33, which was founded on the assumption that Army Group Centre would close the Smolensk Pocket any day, and thus ensure the destruction of most of the Soviet forces remaining in front of it. Since he took it for granted that the Red Army had exhausted its reserves, Hitler also assumed that Army Group Centre infantry armies could take Moscow on their own. That would enable him to divert mobile forces to the flanks to help Army Groups North and South eliminate the Soviet armies arrayed in front of them as well. Thus, Directive No. 33 called for Panzergruppe 2 to wheel south to cut off the Soviet units that had retreated across the Dnieper in front of Army Group South. Panzergruppe 3 would wheel northeast to cut the Moscow–Leningrad rail line and cover Army Group North's eastern flank.

Directive No. 33 identified the destruction of the Soviet 6th and 12th Armies west of the Dnieper as Army Group South's most important objective. The 6. Armee and Army Group Centre's right wing were likewise supposed to cut off the pesky Soviet 5th Army west of the Dnieper. The fact that breakdowns had already rendered half of Army Group South's motorized transport columns ineffective by 19 July revealed why it was so important to destroy the Soviet armies west of the Dnieper. On 20 July, it began organizing columns of peasant panje wagons to take up the slack.

ARMY GROUP SOUTH

24 JULY



The 5th Army counterattacked again on 24 July, hitting the LI Armeekorps at Malin with the 9th and 22nd Mechanized Corps (which together had just 35 operational tanks) and one cavalry and two rifle divisions. The first blow sent the 262. Infanterie Division reeling back 6 miles (10 kilometres).

By 21 July, the 6th and 12th Armies were in desperate straits. They still had 384 tanks, over 1,000 artillery pieces, and about 130,000 men in two dozen divisions, and one antitank and one airborne brigade. Yet, all these units had suffered heavy losses in men and equipment, and were running short of fuel and ammunition since the Germans were severing their supply routes. On the southern wing of the axis pincer operation, the 11. Armee and the attached Hungarian Mobile Corps were starting to make good progress.

With the trap closing rapidly, on 21 July, Stavka directed Kirponos to have the 6th and 12th Armies attack east towards the 26th Army – which, in turn, received orders to push southwest and link up with them. The Germans repelled both Soviet attacks in heavy fighting.

- The 26th Army gained little ground since the III Armeekorps (mot), released from the salient in front of Kiev, came down to reinforce the XIV Armeekorps (mot).
- Kleist had anticipated a breakout and sent the SS Liebstandarte Brigade and two infantry divisions to reinforce the XXXXVIII Armeekorps (mot). In addition, the six divisions of Gruppe von Schwedler were moving down from Berdichev and began attacking alongside the XXXXVIII Armeekorps (mot) on 22 July. Still, Soviet counterattacks halted the northern pincer for several more days, frustrating Germans hopes of closing the encirclement rapidly.

Meanwhile, the 11. Armee had veered southeast to strike an area where Soviet defences were weaker and positioned itself for a follow-up advance to trap the Southern Front against the Black Sea. The LIV Armeekorps, which was preparing to assault across the Dniester at Dubossary, would lead the thrust to the coast.

Further south, the Romanian 4th Army was pursuing Soviet forces as they fell back across the Dniester from southern Bessarabia. The Romanian 1st Armoured Division (-) began a two-week standdown to repair its many broken-down tanks.

Since the Hungarian Mobile Corps was advancing deep into Ukraine, the Romanians had to do the same curry favour with Hitler. Marshal Antonescu therefore decided to have the Romanian 3rd Army, with the Mountain Corps and the Cavalry Corps under its command, accompany the German 11. Armee in its advance to and beyond the Dnieper. The three cavalry brigades each had a motorized cavalry regiment of two battalions, a horse cavalry regiment of two battalions, and six R-1 tanks (Czech CKD AH-IVs). Although these used the same chassis as the Panzer 38(t), their only armament was a pair of machine guns.

A full month into the invasion, Army Group South still had not yet achieved either of its initial strategic objectives – destroying the Soviet armies west of the Dnieper and seizing bridgeheads across it in the vicinity of Kiev. Panzergruppe 1 had not matched the performance of the other three panzer groups, which had all achieved clean breakthroughs and made virtually unopposed advances hundreds of kilometres deep. Every time Kleist pierced the Southwestern Front's defences, the Soviets counterattacked his exposed flanks.

Halder, Brauchitsch, and many senior Heer commanders in the east opposed Directive No. 33 because it diverted both of Army Group Centre's panzer groups away from the road to Moscow. Hitler responded to their protests by amplifying and expanding upon his earlier guidance in a supplement to Directive No. 33 which was issued on 23 July, just four days after the original document. Directive No. 33 had given Guderian's Panzergruppe 2 the large, but limited, mission of cutting off the Soviet armies that had fallen back across the Dnieper. According to the supplement, it would then join Army Group South's Panzergruppe 1 in a reconfigured 4. Panzerarmee. This irresistible mass of armour would capture the mines and factories of the Donbas region, then press on across the Don River towards the oilfields of the Caucasus. This plan could only succeed if the Red Army collapsed and – even then – logistical constraints made reaching the more remote Caucasian oilfields virtually impossible in 1941.

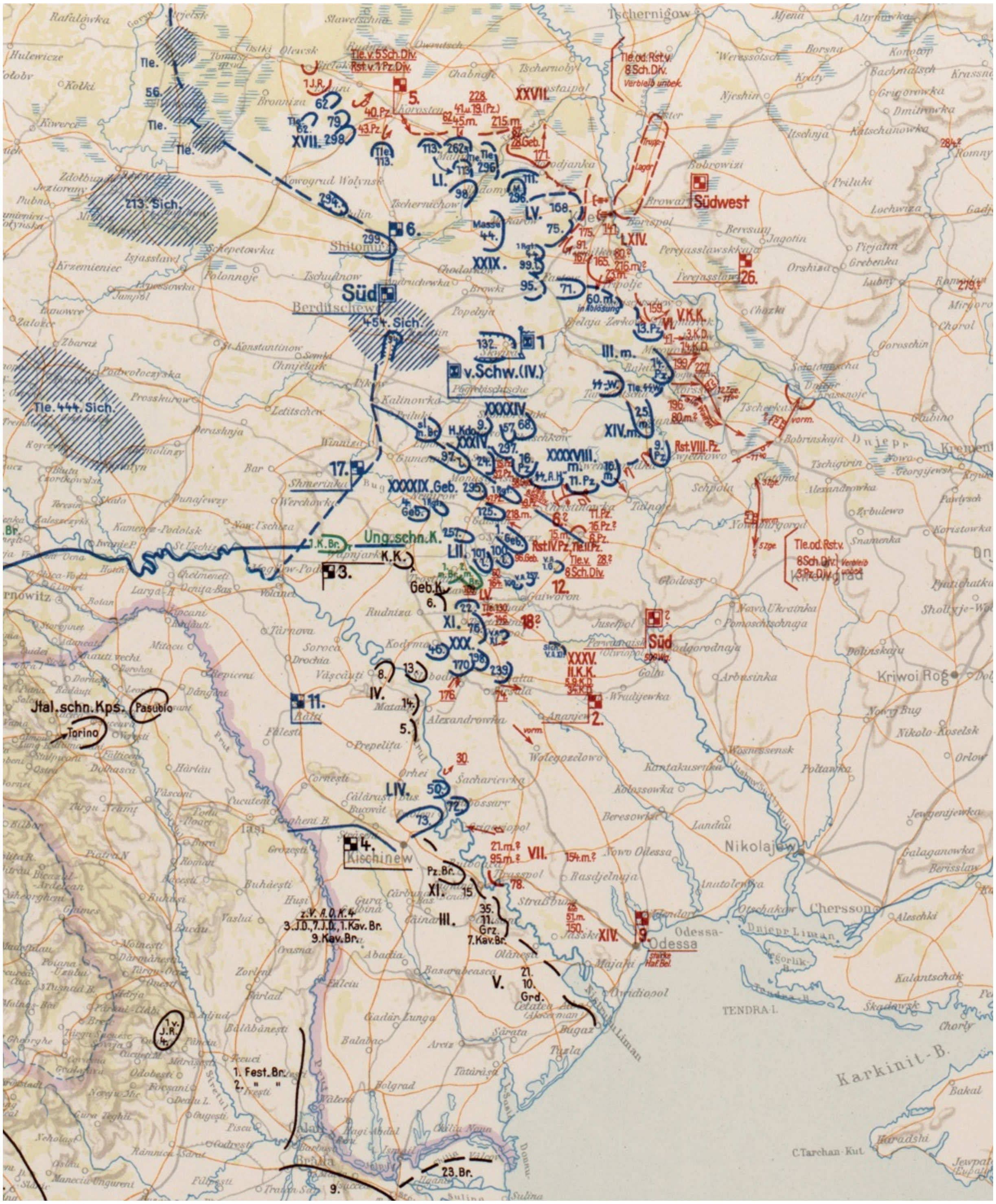
Despite his far-ranging plans, Hitler was still anxious to prevent Soviet forces from escaping across the Dnieper. Accordingly, on 24 July, he directed Rundstedt to explore the possibility of having Kleist advance south beyond

Uman to trap more Red Army divisions. Kleist was to use only the minimum forces necessary to battle the 26th Army.

That same day, Stavka transferred the 6th and 12th Armies to Tyulenev's Southern Front because Panzergruppe 1 had now almost completely isolated them from the rest of Kirponos' Southwestern Front. What lines of supply and communications remained open to them now ran south rather than to the east.

ARMY GROUP SOUTH

28 JULY



The 25 July was an eventful day on Army Group South's front. The 11. Armee's left wing took Balta. It was advancing southeast against dwindling resistance as the 18th Army withdrew to escape encirclement.

- On the 11. Armee's right wing, the LIV Armeekorps stormed across the Dniester at Dubossary, but there the Soviet 9th Army offered fierce resistance and only began falling back on 27 July.
- Panzergruppe 1's left wing halted the 26th Army's counterattack, and the III Armeekorps (mot) began pushing the battered Soviet units back towards the Dnieper as the XIV Armeekorps (mot) headed south.
- Kirponos began forming the new 38th Army at Cherkassy using the 8th Mechanized Corps' commander, General Dmitri I. Riabyshev, and his staff. They had very few troops – and almost no tanks – of their own left to control.
- Tyulenev placed the 12th Army's commander, General Pavel G. Ponedelin, in command of both fleeing armies, and ordered him to break out eastward to the line running from Uman to Svenigorodka. The direction was dictated by Stavka and Budenny, who were unaware that there was still a wide corridor through which Group Ponedelin could have escaped south towards the 18th Army. Confusion and poor communications contributed to this decision, but Stalin's determination to restore a defensive line west of the Dnieper was the decisive factor. If Group Ponedelin headed south, it would only widen the gap between the Southwestern and Southern Fronts.
- The 5th Army's Malin counterattack raged on, causing some anxiety in Rundstedt's headquarters. By 28 July, it had bogged down and become a fierce battle of attrition.

Group Ponedelin's breakout attacks pinned the XXXXVIII Armeekorps (mot) down in heavy defensive battles. The 17. and 11. Armees, closing in from the west, continued to advance rapidly and began to disrupt the integrity of Group Ponedelin's front. Still aiming for a wide encirclement, Field Marshal Rundstedt ordered the 11. Armee to strike east to Pervomaysk. The two motorized corps on Kleist's left wing, advancing southeast towards Kirovograd, would form the other pincer.

Hitler worried that any delay in closing the trap around Group Ponedelin would allow many of its troops to escape. Thus, on 26 July, OKH directed Rundstedt to push Panzergruppe 1's left wing south to link up with the 11.

Armee at Pervomaysk. The XIV Armeekorps (mot) took Svenigorodka two days later and prepared to continue attacking directly south instead of wheeling southeast towards Kirovograd as originally planned.

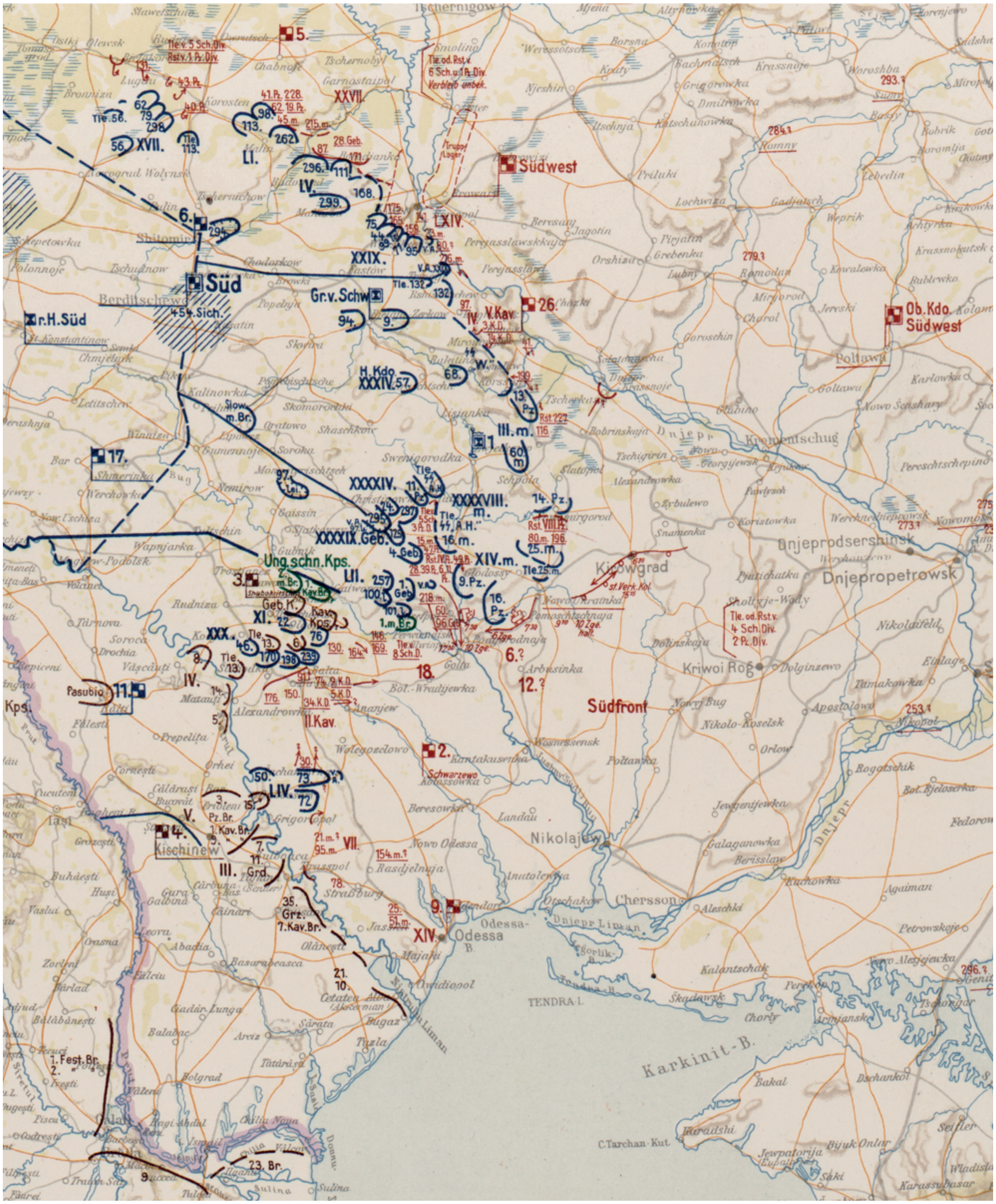
Stavka completely misread German intentions, imagining that Kleist planned to strike east to seize bridgeheads across the Dnieper below Kiev. It still aimed to re-establish a continuous front linking the Southwestern and Southern Fronts west of the river. Stavka also ordered Kirponos to prepare another pincer attack against the German salient in front of Kiev. While the newly established 37th Army – converted from the Kiev Fortified Region – guarded the city, the 5th and 26th Armies would attack to the south and northwest, respectively, and join forces at Zhitomir and Radomyshl. It was an utterly impractical plan since the 26th Army was in no position to attack because the Germans were driving it back against the Dnieper.

The slow-moving Romanian 4th Army finally finished occupying southern Bessarabia on 26 July. With this, Romania's war against the Soviet Union was effectively over, since it had recovered all the territory that Stalin had forcibly occupied and annexed in 1940. However, the following day, the Germans asked the Romanian dictator, Marshal Ion Antonescu, to order the 4th Army to cross the Dniester and capture Odessa. Knowing that his conquests would never be secure until the Soviet Union was destroyed, Antonescu agreed.

Army Group South's logistical situation continued to deteriorate as rapid advances and frequent heavy rain made it increasingly difficult to deliver supplies to units at the front. Moreover, in accordance with pre-invasion planning which assumed that the invasion would soon become a grand pursuit, army level motorized supply columns (*Grosstransportraum*) were loaded with ammunition and fuel at a ratio of 1:2. This proved totally inadequate, and a severe ammunition shortage afflicted the army group starting in the latter half of July.

ARMY GROUP SOUTH

1 AUGUST


Süd
Südwest
Ob.Kdo. Südwest
Südfront
Kischinew
Odessa
Nikolajew
Kirowograd
Dnjepropetrowsk
Kriwoi Rog
Berditschew
Shitomir
Poltawa
Krementschug
Cherson
Karkinit-B.
XXXXVIII. m.
XXXXIX. Geb.
XIV. m.
Ung. schn. Kps.

Tyulenev no longer had reliable communications with Group Ponedelin after 28 July. Soviet breakout attempts had prevented General Werner Kempf's XXXXVIII Armeekorps (mot) from closing the encirclement for a full week.

However, on 29 July, Kleist ordered Kempf to press on south rapidly towards Pervomaysk. The XIV Armeekorps (mot)'s 9. Panzer Division, thrusting south from Svenigorodka, reinforced this attack.

On the southern wing of the encirclement, the 17. Armee had taken Uman, and its right wing was advancing on Pervomaysk accompanied by the Hungarian 1st Motorized Brigade. The 11. Armee's main body was lagging behind due to renewed Soviet counterattacks intended to cover the 18th Army's withdrawal. With both its northern and southern flanks 'in the air', the 18th Army had to fall back to avoid encirclement.

The 18th Army's retreat abandoned Group Ponedelin to its fate. By the end of July, two dozen Soviet divisions were surrounded on three sides, in complete disarray, and running out of supplies. The 17. Armee and Panzergruppe 1 had compressed the trapped Soviet troops into such a small area that they had squeezed Gruppe von Schwedler's infantry divisions out of the front.

On 30 July, Rundstedt resubordinated Gruppe von Schwedler to the 6. Armee. Several of Schwedler's divisions were already moving east to fight the 26th Army. Just south of Kiev, the 6. Armee's XXIX Armeekorps reached the Dnieper on 31 July, driving a wedge between the 37th and 26th Armies.

Meanwhile, the 6. Armee's left wing had launched a shallow pincer attack against Korosten. Capturing the city would split the Soviet 5th Army in two and sever its main supply route. Recognizing the danger, the 5th Army's commander, General Mikhail I. Potapov, counterattacked with the remnants of the 19th Mechanized Corps and several rifle divisions, causing some tense moments for XVII Armeekorps.

On 31 July, the Romanian 4th Army began crossing the Dniester in preparation for an attack on Odessa. The bulk of its forces would pass through the bridgehead at Dubossary already secured by the LIV Armeekorps.

The Corpo di Spedizione Italiano in Russia (CSIR) – Italian Expeditionary Corps in Russia – was about to enter the fray. Mussolini had decided to join in the war against the Soviet Union the very day that Operation *Barbarossa* began. He sent the Pasubio and Torino Autotransportable Divisions – which, in fact, were only partly motorized – and the Principe Amadeo Duca d'Aosta Celere ('Fast') Division, which possessed two horse cavalry regiments and one elite *Bersaglieri* ('rifle') motorized infantry regiment. By 1 August, the Pasubio Division had crossed into Bessarabia, but the other two divisions were still in transit across northern Romania. The CSIR appears on the map as the 'Ital.schn.Kps' – Italian Schnelle ('Fast') Corps.

On 30 July, Hitler issued Führer Directive No. 34, his third in just 11 days. In the mere seven days that had passed since the supplement to Directive No. 33 came out, it had become clear that the Red Army was not at the end of its strength as the Germans had imagined. Several new Soviet armies had appeared in front of Army Group Centre and others were menacing its flanks. The far-ranging objectives laid out in the supplement to Directive No. 33 were clearly unattainable, especially given that the German supply system could barely sustain Army Group Centre in its current positions or rehabilitate its depleted panzer groups.

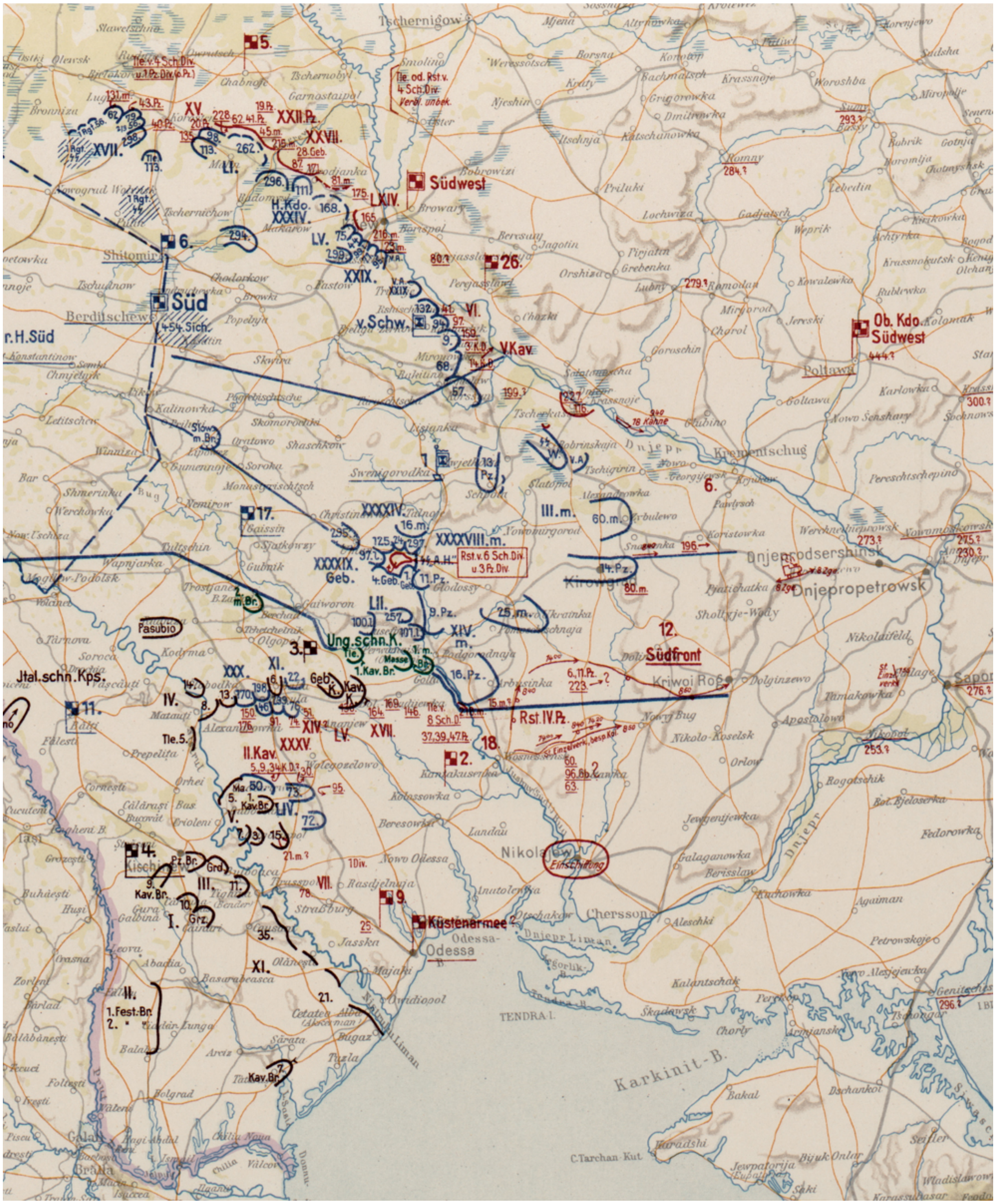
Directive No. 34 postponed the long-range missions set out in the earlier directives – and bought Hitler time to make a final decision on whether to strike towards Moscow or not. For the moment, Army Group Centre was to switch over to the defensive, withdraw Panzergruppen 2 and 3 from the front for reorganization, and strengthen its logistical system. Army Groups North and South would remain on the offensive, but no reinforcements would be coming from Army Group Centre in the near future. The portion of Directive No. 34 which concerned Army Group South read:

> Operations on the southeastern front will, for the present, be conducted only by formations of Army Group South.
>
> Their objective must be to destroy the strong enemy forces west of the Dnieper River and, in addition, by securing bridgeheads near to the south of Kiev, to establish the conditions necessary for bringing 1st Armoured Group later to the eastern bank of the Dnieper River.
>
> The 5th Red Army, fighting in the marshland northwest of Kiev, must be brought to battle west of the Dnieper River and annihilated. Any danger that it might break through to the north across the Pripet River must be countered in good time.

A strategic debate was also underway in the Soviet camp. On 29 July, Marshal Georgy Zhukov, the chief of the Red Army's General Staff, proposed that Kirponos abandon Kiev and pull all his armies back across the Dnieper. That would allow Stavka to reinforce the crucial Central Front opposing Army Group Centre's right wing. Stalin was incensed and responded by installing Marshal Boris Shaposhnikov as chief of staff and assigning Zhukov to a less important position as commander of the Reserve Front barring the road to Moscow from the west.

Before Army Group South could pursue any of its strategic objectives east of the Dnieper, it would have to build a forward supply base to support the advance. Many of its formations were already operating ‘on a logistical shoestring’ in their current positions well west of the great river.

ARMY GROUP SOUTH
5 AUGUST



Tschernigow
Südwest
Süd
Shitomir
Berditschew
Kiew
26.
6.
17.
Swenigorodka
Krementschug
Poltawa
Ob. Kdo.
Südwest
Dnjepropetrowsk
Kriwoi Rog
Südfront
Nikolajew
Cherson
Küstenarmee
Odessa
11.
4.
Kischinew
Jtal.schn.Kps.
Ung.schn.K.
XVII.
LI.
XXIX.
v.Schw.
XXXXVIII.m.
XXXXIX.
Geb.
LII.
XIV.
m.
III.m.
XXX.
XI.
LIV.
Rst.IV.Pz.
Einschiffung
Karkinit-B.
TENDRA-I.

The 11. Panzer Division linked up with the 101. Leichte Division on 2 August, closing the encirclement southeast of Uman. That same day, the 16. Panzer Division joined hands with the Hungarian 1st Motorized Brigade, sealing another pocket north of Pervomaysk that contained a portion of the 18th Army as well as elements of Group Ponedelin. Tyulenev ordered another breakout attempt to the east, but it was quite hopeless since there was now no Soviet front left west of the Dnieper for Ponedelin to escape to. Gruppe von Schwedler was steadily driving the 26th Army back towards the river, and the III Armeekorps (mot) was advancing on Kirovograd against minimal resistance.

Rundstedt and Kleist wanted to reunite Panzergruppe 1's three scattered motorized corps for a concerted offensive east into the Dnieper bend and across the river. However, Hitler and OKH – still determined to destroy Soviet forces west of the river – ordered the XXXXVIII Armeekorps (mot) to attack south in the direction of Nikolaev and Kherson. It was a debate which occurred again and again in 1941–42 since Hitler wanted to trap and destroy Soviet armies in operational encirclements, while panzer generals preferred to strike directly towards strategic objectives. Both viewpoints had merit. The problem was that the Germans were trying to pursue too many objectives scattered over far too large an area with too few mobile formations.

Halder believed that the imminent destruction of the 6th and 12th Armies would break the back of Budenny's Southwestern Strategic Direction, allowing Army Group South to achieve its strategic objectives with its own resources. There would be no need to detach Guderian's Panzergruppe 2 from Army Group Centre, which could accordingly carry out Halder's pet project of attacking Moscow. Indeed, he imagined that it might be possible for Rundstedt to transfer some forces to Army Group Centre for the Moscow offensive.

The first indication that Halder was being too optimistic came when the 5th Army launched yet another counterattack against the 6. Armee's left wing. The Soviet retreat south of Kiev had ruled out the southern half of Kirponos' planned pincer attack, but the northern pincer proved worrisome enough on its own. On 2 August, Reichenau had warned that he lacked the strength to take Korosten with his existing forces. Two days later, the 9th and 22nd Mechanized Corps, several rifle divisions, and the newly arrived 1st Airborne Corps fell upon the LI Armeekorps, halting it in its tracks, denting its front, and inflicting – and suffering – heavy casualties.

The Uman Pocket was also a source of concern for Rundstedt. It was taking longer than expected to finish off Group Ponedelin, whose troops continued to fight fiercely despite being surrounded and short of all manner of supplies. Their determined resistance was detaining the bulk of the XXXXVIII Armeekorps (mot) at a crucial moment when Hitler and OKH wanted it to race south and cut off the 9th and 18th Armies.

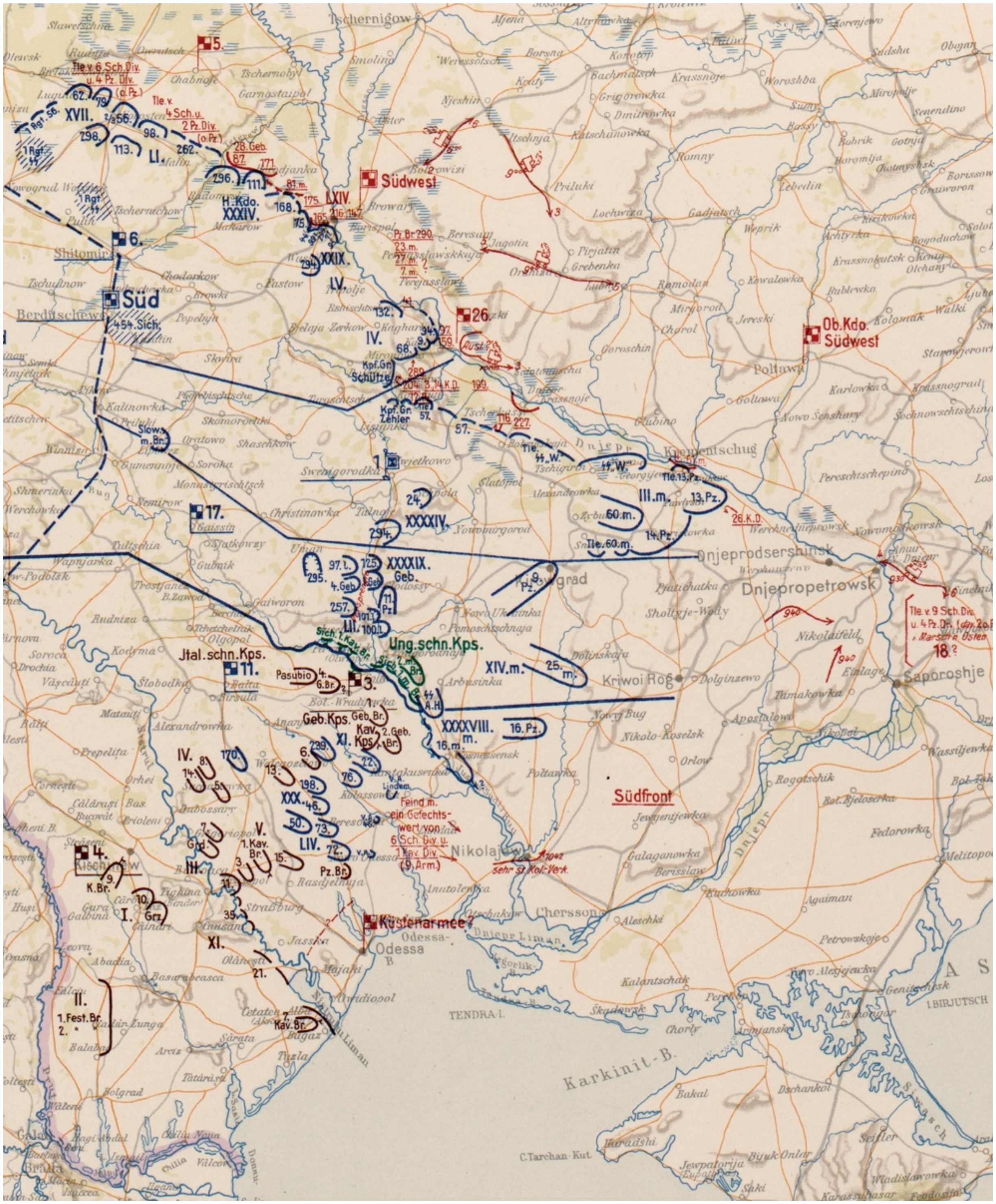
Further south, Soviet counterattacks had slowed the LIV Armeekorps' advance, but three divisions of the Romanian 4th Army had crossed the Dniester behind it and were preparing to attack southeast towards Odessa. The Romanian 1st Armoured Division (-) began making its way over the river at Dubossary on 5 August.

Thus far, the Soviets had been able to transport troops and equipment across the Black Sea with little interference thanks to a huge superiority in naval power. When war broke out, the Soviet Black Sea Fleet possessed one battleship, five cruisers, 13 destroyers, 47 submarines, 84 motor torpedo boats, and numerous patrol boats, gunboats, minelayers, minesweepers, and other small auxiliary vessels. Against these, the Romanian Navy could pit just four destroyers, three gunboats, six torpedo boats, one submarine, and 19 small auxiliaries. Bulgaria, although aligned with the Axis powers, never declared war on the Soviet Union, and Germany had no naval presence whatsoever in the Black Sea.

Thus, the Romanian Navy had, so far, remained in the port of Constanta, preparing its ships and crews for operations in the Black Sea after Axis ground advances drove the Soviets out of their forward naval bases. The only significant naval engagement to date had occurred on 26 June, when the Soviet destroyers *Moskva* and *Kharkov* bombarded Constanta at dawn. They destroyed an ammunition train and damaged some naval base facilities, but soon came under fire from the German 280mm Tirpitz coastal defence battery and the Romanian destroyers *Regina Maria* and *Marasti*. As the Soviet ships retreated through a smoke screen, the *Moskva* hit a mine that broke it in two. The Romanians rescued 66 survivors.

ARMY GROUP SOUTH

9 AUGUST


Tschernigow
Südwest
Süd
Shitomir
Berditschew
Kiew
XVII.
LI.
H.Kdo. XXXIV.
XXIX.
LV.
IV.
Kpf.Gr. Schütze
Kpf.Gr. Zehler
26
Ob.Kdo. Südwest
Poltawa
Krementschug
Swenigorodka
Uman
17.
XXXXIV.
XXXXIX. Geb.
III.m.
60.m.
13.Pz.
14.Pz.
Dnjeprodsershinsk
Dnjepropetrowsk
Kirowograd
Ung.schn.Kps.
Jtal.schn.Kps.
11.
3.
XIV.m.
Kriwoi Rog
Saporoshje
18.
Geb.Kps.
XI. Kps.
XXXXVIII.
16.Pz.
XXX.
LIV.
V.
IV.
III.
I.
II.
XI.
4.
Südfront
Nikolajew
Chersson
Küstenarmee
Odessa
Feind m. ein Gefechtswert von 6 Sch.Div. u. 1 Kav. Div. (9. Arm.)
Tle. v. 9 Sch.Div. u. 4 Pz.Div. (dn. 2o.Pz.) 18.
TENDRA-I.
Karkinit-B.

Group Ponedelin's hopeless last battle ended on the evening of 7 August. In the pockets near Uman and Pervomaysk, the Germans had destroyed the 6th and 12th Armies with eight corps and 25 divisions, and captured 286 tanks, 953 artillery pieces, and over 100,000 Red Army troops. The prisoners included both army commanders, four corps commanders, and 11 division commanders. Another two corps commanders and six divisional commanders died in the pockets. Stalin had the surviving generals tried in absentia and sentenced to death. The unfortunate Ponedelin would survive German captivity only to see his death sentence carried out after the war.

On 6 August, Stalin was still thinking in terms of establishing a new defensive line west of the Dnieper. It would stretch from Kherson to the Ingulets River, extend along the river to Krivoi Rog, then north to the Dnieper at Kremenchug. However, the destruction of Group Ponedelin and part of the 18th Army made this utterly impossible. All the Soviet forces still west of the Dnieper would have to fall back across it or face certain destruction. Army Group South could not savour its victory since it was still contending with several crises elsewhere on its front which made this 'an extraordinary period of high tension for Army Group headquarters and even more so for all units under its command'.

Up north, the 5th Army's attacks had gained little ground, but were slowly bleeding the 6. Armee's left wing white. Reichenau was convinced that heavy traffic spotted on the road between Chernigov and Ovruch meant that Stavka was reinforcing the 5th Army. Fearing that his exhausted divisions would collapse, he demanded panzer reinforcements and a swift attack by Army Group Centre's right wing. Rundstedt shared Reichenau's apprehension, but Halder correctly interpreted the road traffic as indicating that the 5th Army was starting to withdraw its rear echelon support units.

In the centre of the 6. Armee's front, the XXIX and LV Armeekorps had assaulted Kiev between the Irpen and Dnieper rivers. They breached the two outer defensive lines and penetrated within 2 miles (3 kilometres) of the city from the south on 8 August. However, at this very moment, another crisis arose on the 6. Armee's extreme right wing. The 26th Army, which had mostly withdrawn across the Dnieper just days earlier, reappeared south of the river and launched a surprise attack with six divisions that captured the city of Boguslav. This dangerous thrust along the thinly defended boundary between the 6. Armee and Panzergruppe 1 threatened to cut Kleist's main supply route.

The Germans hastily formed two ad hoc battlegroups – Kampfgruppe Schutze and Kampfgruppe Zehler – to seal off the breakthrough.

The 6. Armee's XVII Armeekorps had taken Korosten on 7 August, and the 5th Army's costly offensive ground to a halt the following day. Yet, the twin crises still disrupted German strategy and operations. On 9 August, Rundstedt temporarily halted Kleist's advance and the assault on Kiev so that Panzergruppe 1 and the 6. Armee could concentrate on resolving the crisis at Boguslav. He also decided to give Reichenau a motorized corps since he was convinced that the 6. Armee's left wing needed armour to finish off the 5th Army and exploit swiftly across the Dnieper. This meant splitting Panzergruppe 1 yet again, but Kleist would receive Hungarian and Italian motorized units by way of compensation. On Kleist's right wing, the XXXXVIII Armeekorps (mot)'s advance towards Nikolaev was going slowly due to exhaustion and a serious fuel shortage.

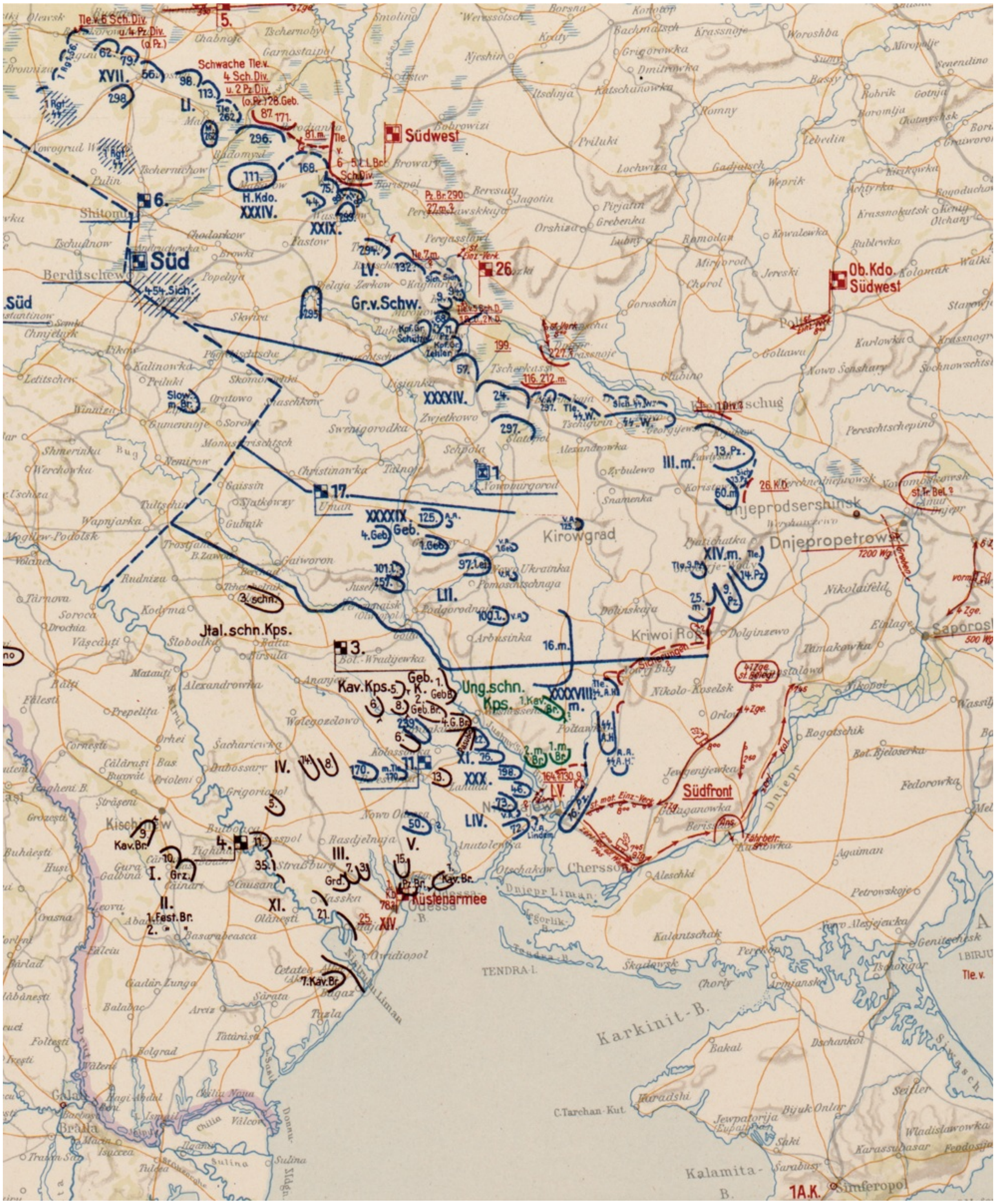
Throughout the 1941 campaign, experience proved that a panzer group was fully effective only when it operated en masse. Yet, time and again, the Germans split up the panzer groups due to insubordination, Soviet counterattacks, and the opportunistic pursuit of too many objectives simultaneously. This happened to all four panzer groups, but nowhere was the dispersal more extreme than in Army Group South. Panzergruppe 1 was now committed in three wildly divergent directions – south, southeast, and northwest. The distance between the III Armeekorps (mot) near Kremenchug and the XXXXVIII Armeekorps (mot)'s objective at Nikolaev was 180 miles (290 kilometres). The distance from Nikolaev to the 6. Armee's left wing near Korosten was twice as long. Reassembling Kleist's widely scattered forces after they completed their current missions would consume a great deal of time and cause immense wear and tear. Many of his divisions would have to double back for hundreds of miles on terrible roads and with inadequate supplies.

The 11. Armee was advancing southward west of the Southern Bug River, led by motorized forward detachments. Elements of the Romanian 1st Armoured Division ('Pz.Br') were keeping pace with the Germans, but the bulk of the Romanian 4th Army was lagging behind. The Romanian leadership was reluctant to force the retreating Soviets to make a stand, and the temptation to loot slowed the advance of their ill-equipped and under-supplied troops.

The Soviet 9th and 18th Armies were seizing the opportunity to make their escape across the Southern Bug. The Independent Coastal Army – formed in late July from the 9th Army's Coastal Group – was falling back south into the defences of Odessa, which Stavka was determined to hold as an isolated bridgehead in Army Group South's rear.

ARMY GROUP SOUTH

13 AUGUST


Südwest
Süd
6.
Shitomir
Berditschew
XVII.
LI.
XXXIV.
XXIX.
LV.
Gr.v.Schw.
26.
Ob.Kdo.
Südwest
XXXXIV.
III.m.
Dnjeprodserschinsk
Dnjepropetrowsk
17.
Uman
XXXXIX.
Kirowgrad
XIV.m.
LII.
Jtal.schn.Kps.
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Kav.Kps.
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XXXXVIII.
Kriwoi Rog
Nikolajew
XI.
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Südfront
Saporosh
Kischinew
4.
I.
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XI.
Küstenarmee
Odessa
Cherson
Dnjepr Liman
TENDRA-I.
Karkinit-B.
Kalamita-B.
Jewpatorija
Simferopol
1A.K.

On 10 August, Rundstedt informed OKH that he hoped to have the XXXXVIII Armeekorps (mot) cross the Dnieper at Kherson and/or Berislav to lead the assault on the Crimea, followed by a corps of the 11. Armee and possibly elements of the Hungarian Mobile Corps. He also suggested an airborne landing near Ishun to open the way through the narrow Perekop Isthmus, which offered the only land route into the Crimea. Yet, after the costly invasion of Crete in May 1941, Hitler no longer had the stomach for risky airborne operations, and there were too few combat-ready parachute and glider units available in any case.

Hitler's immediate concern was cutting off the 9th and 18th Armies at Nikolaev, which was defended by Group Petukhov – commanded by Colonel N. S. Petukhov, who started the war on the Southwestern Front's staff. On 11 August, OKH instructed Army Group South to accelerate the 16. Panzer Division's advance on the port. However, fuel shortages prevented it from moving quickly and, as Rundstedt had anticipated, it failed to trap substantial Soviet forces in Nikolaev. The Hungarian Mobile Corps was closing in from the north, but was distracted when fighting almost broke out with the neighbouring Romanian 3rd Army on 10 August. In future, the Germans would ensure that the Romanians and Hungarians never occupied adjacent sectors of the front.

The 6. Armee's front opposite the Pripet Marshes had quietened down, and there were no indications that the 5th Army intended to attack there again. Yet, on 12 August, the 37th Army counterattacked south of Kiev and retook the second line of defence – about 5 miles (8 kilometres) from the city – two days later. Further south, the arrival of the 11. Panzer Division from Uman had allowed the 6. Armee and Panzergruppe 1 to close the gap between them, recapture Boguslav, and go on the offensive against the 26th Army. The 17. Armee's two remaining corps, which had taken time to disentangle themselves after the encirclement battles at Uman and Pervomaysk, began advancing eastward behind Panzergruppe 1 on 12 August.

That same day, OKW handed down a supplement to Directive No. 34 that reflected Hitler's latest thinking on the continuation of operations. It directed Army Group Centre to advance on Moscow only after it had eliminated Soviet forces wedged between it and Army Groups North and South. Thus, although it did not mention sending Guderian's Panzergruppe 2 southward, the new directive did require Army Group Centre to cut the 5th Army's lines of communication and assist in its destruction.

The supplement stated that, 'As a result of the decisive battle in the Uman region, Army Group South has achieved complete superiority over the enemy.' It was to cancel the attack on Kiev, finish off other Soviet forces west of the Dnieper, prevent the Red Army from establishing a new front east of the river, and press on to the Crimea, Kharkov, and the Donbas. Halder assumed that there would be no organized Soviet resistance east of the river, allowing Army Group South to achieve these objectives with its existing forces. He even hoped to transfer the III Armeekorps (mot) to Army Group Centre for the Moscow offensive.

Rundstedt implemented the new directive by issuing his subordinates the following orders:

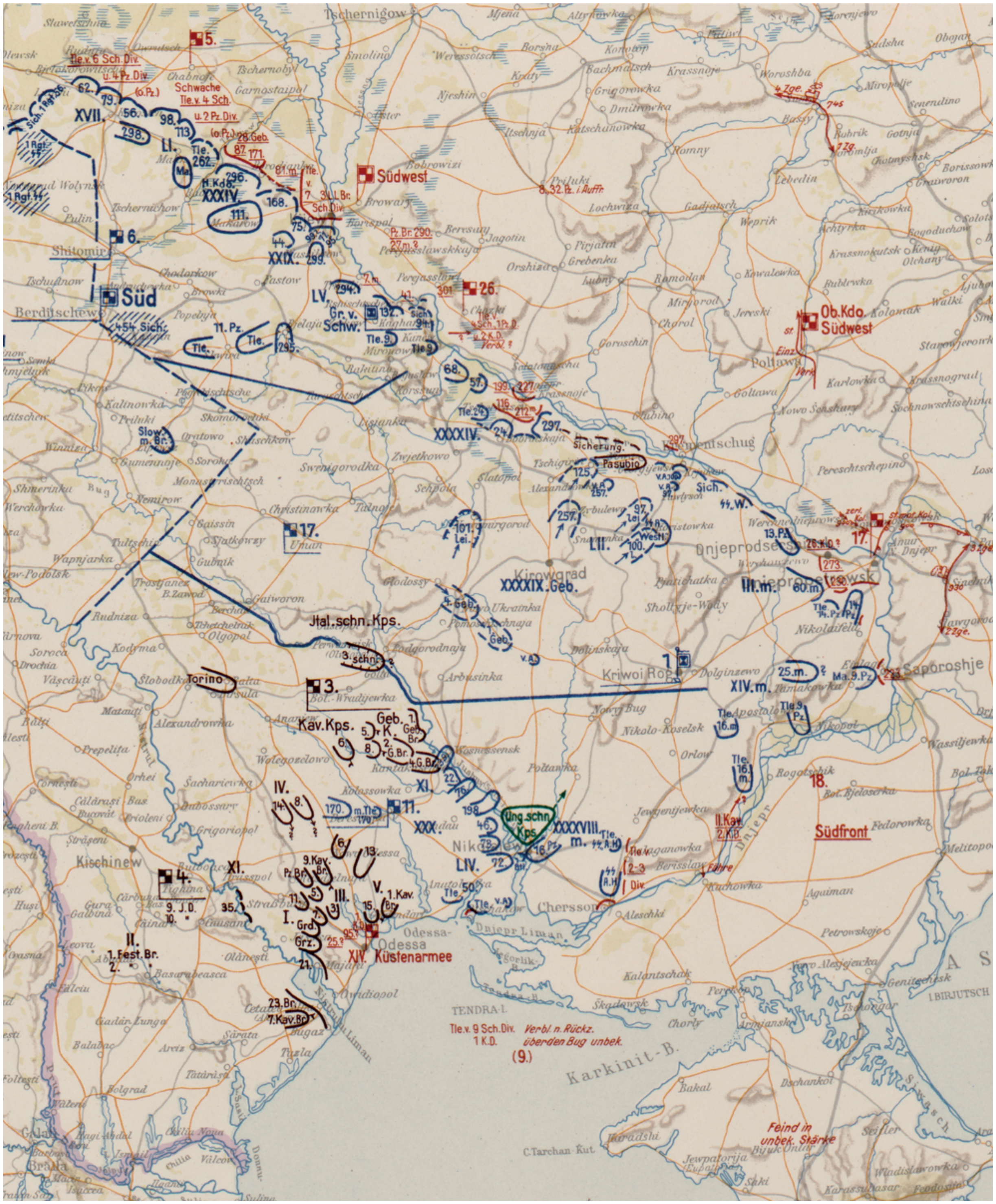
- The 6. Armee was to focus on destroying the 5th Army. For that task, it would receive only the 11. Panzer Division, not the entire III Armeekorps (mot) as previously planned.
- The rest of Panzergruppe 1 would advance in several directions simultaneously. Reinforced by Italian and Hungarian mobile units, the III Armeekorps (mot) would drive east to secure the line of the Dnieper from Kremenchug to Dnepropetrovsk and seize a bridgehead at the latter place. The XIV and XXXXVIII Armeekorps (mot) would advance south to destroy enemy forces west of the Dnieper between Zaporozhe and the mouth of the river. They would also try to seize bridgeheads at Kherson, Berislav, Nikopol, and Zaporozhe.
- The 17. Army would take over the Dnieper line between the 6. Armee and the 1. Panzer Division and seize a bridgehead across the river. It was to transfer the XXXXIX Gebirgs-Korps – with the 1. and 4. Gebirgs Divisions – to the 11. Armee for use in the Crimea.
- The 11. Armee and the Romanian 3rd Army would cooperate with Panzergruppe 1 in destroying Soviet units on the right bank of the Dnieper, then press across the river to attack into the Crimea.
- The Romanian 4th Army would mop up the coast and take Odessa. Opposing it was the Independent Coastal Army, which included the prewar 25th and 95th Rifle Divisions, the newly formed 2nd Cavalry and 421st Rifle Divisions, the Tiraspol Fortified Region, and eight militia

> battalions. The garrison's total strength was about 85,000, but only 34,500 were front-line combat troops.

The attack on Odessa commenced on 11 August. The Romanian V Corps thrust towards the Black Sea east of the city with its 1st Armoured Division (-), 15th Infantry Division, and 1st Cavalry Brigade. Poor armour–infantry cooperation allowed the 241st Rifle Division to knock out 18 R-2 tanks in just three days. The 2nd Armoured Regiment operated separately, supporting the Romanian I Corps' attacks on Odessa's western defences. Half of its R-35 tanks had already broken down during the long advance from Romania.

ARMY GROUP SOUTH

17 AUGUST


Tschernigow
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Ob.Kdo. Südwest
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Shitomir
Berditschew
Kirowograd
Kriwoi Rog
Dnjeprodserschinsk
Dnjepropetrowsk
Saporoshje
Nikopol
Chersson
Odessa
Küstenarmee
Kischinew
Poltawa
Krementschug
Nikolajew
XVII.
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XXXXIV.
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III. m.
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XXX.
XI.
LIV.
XXXXVIII. m.
Jtal. schn. Kps.
Ung. schn. Kps.
Kav. Kps.
Torino
Pasubio
Sicherung.
Tle. v. 9 Sch. Div.
1 K.D.
Verbl. n. Rückz. über den Bug unbek.
Feind in unbek. Stärke
Karkinit-B.
TENDRA I.
Dniepr Liman

Army Group South continued to attack in several different directions during mid-August. The 6. Armee's right wing secured the heights overlooking the Kanev bend in the Dnieper on 16 August and mopped up other Soviet units on the right bank. Further south, the 17. Armee's XXXXIV Corps was steadily pushing the remnants of the 26th Army back into a bridgehead around Cherkassy, while the bulk the 17. Armee's divisions were road marching north towards the Dnieper around Kremenchug. However, the 1st and 4th Mountain Divisions were moving away from the rest of the army, heading southeast to reinforce the 11. Armee.

Panzergruppe 1 remained widely scattered:

- The 11. Panzer Division, having overcome the crisis at Boguslav, was moving back northwest to join in the 6. Armee's attack on the Soviet 5th Army.
- The III Armeekorps (mot) was battling units of the Southwestern Strategic Direction's Reserve Army, which held a bridgehead west of the Dnieper at Dnepropetrovsk.
- The XIV Armeekorps (mot) was pushing south towards the Dnieper on a broad front. Elements of the 9. Panzer Division took Nikopol on 17 August but failed to seize a bridgehead across the river.
- The XXXXVIII Armeekorps (mot)'s 16. Panzer Division and the Hungarian Mobile Corps took Nikolaev after a four-day battle, but trapped few of the defenders. The Liebstandarte Brigade was closing in on Kherson.

The Southern Front's 9th and 18th Armies, and 2nd Cavalry Corps were falling back towards the Dnieper through the wide gap that still yawned between the XIV and XXXXVIII Armeekorps (mot). On 14 August, Tyulenev had decided merely to delay on the line of the Ingulets River rather than make a stand there.

On 14 August, the Romanian 1st Cavalry Brigade reached the Black Sea coast east of Odessa, closing the siege lines around the city. However, the Romanian V Corps' assault on Odessa's eastern defences ground to a halt that same day. Since 11 August, the Romanian 1st Armoured Division (-) had lost 47 R-2 tanks to Soviet artillery and Molotov Cocktails wielded by determined ex-Marine and ex-NKVD troops of the 241st Rifle Division.

On the western side of Odessa's perimeter, the Romanian Guard and 21st Infantry Divisions captured the city's main water reservoir on 17 August. At the time, the Romanian 4th Army had seven infantry divisions and one cavalry brigade in the siege lines, and two infantry divisions and one cavalry brigade in reserve.

Although the Independent Coastal Army had only a handful of light tanks, an armament factory in Odessa produced 50–70 'Odessa Tanks' by installing armour plate, machine guns, and/or 37mm mountain guns on STZ agricultural tractors. These improvised vehicles would prove effective against poorly trained Romanian troops who lacked effective antitank weapons.

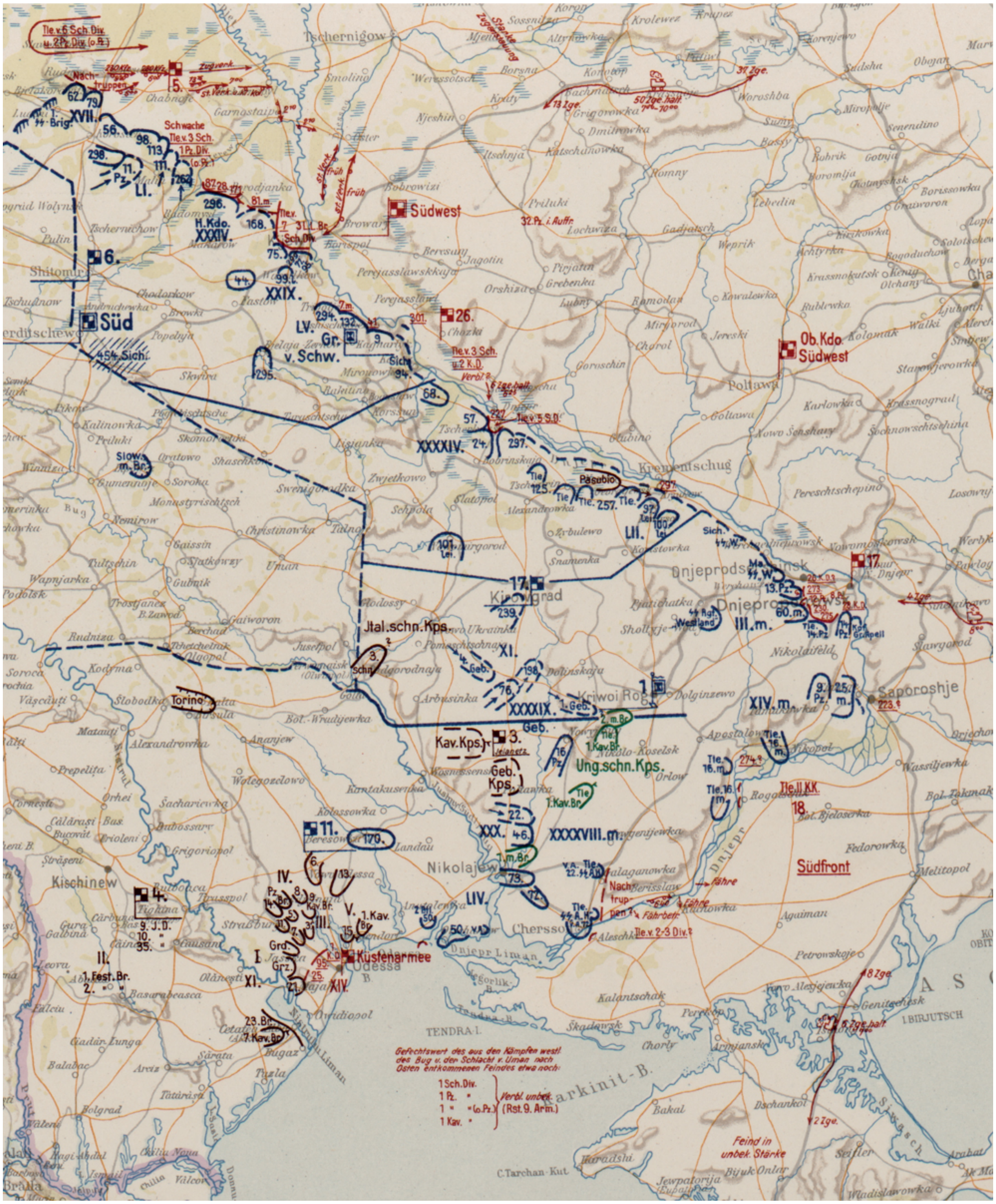
On 16 August, the 5th Army was still operating within 180 miles (290 kilometres) of the border, while the III Armeekorps (mot) was fighting on the outskirts of Dnepropetrovsk nearly 400 miles (640 kilometres) further east. The dangling Soviet 'balcony' west of the Dnieper posed such a threat to Army Group South's lines of communication that it had severely disrupted Rundstedt's strategy. One postwar German account observed that, 'In the north, a Russian Army equipped with tanks was being commanded with unusual skill.'

Yet, 16 August was also the day when Marshal Budenny sought Stavka's permission to withdraw the 5th Army across the Dnieper. He was alarmed by the looming collapse of the Western Direction's Central Front beyond his right (northern) flank. Army Group Centre's 2. Armee had encircled a portion of the Central Front's 21st Army near Rogachev, and Guderian's Panzergruppe 2 had split the 13th Army and taken the city of Unecha – a key transportation hub. Lacking any forces to counter the threat, Budenny argued that pulling back the 5th Army would allow him to assemble a reserve of two to three infantry divisions and reorganize the remnants of seven tank and motorized rifle divisions into another pair. By this point, the mobile formations had lost virtually all of their tanks and motor vehicles, and been reduced to weak infantry battlegroups.

Budenny's request did not find favour with Stalin, who doubted that Army Group Centre planned to strike far enough south to threaten the 5th Army. He believed that it was merely securing its right flank before thrusting east towards Moscow. Thus, on 16 August, he established the new Bryansk Front under General Andrei I. Eremenko to halt Guderian when he turned east.

ARMY GROUP SOUTH

21 AUGUST


Tschernigow
Südwest
6.
Süd
26.
Ob.Kdo. Südwest
Poltawa
Krementschug
17.
Dnjeprodserschinsk
Dnjepropetrowsk
Kirowograd
Kriwoi Rog
Saporoshje
Nikolajew
Chersson
Kischinew
Odessa
Küstenarmee
11.
Südfront
Gefechtswert des aus den Kämpfen westl. des Bug u. der Schlacht v. Uman nach Osten entkommenen Feindes etwa noch:
1 Sch.Div.
1 Pz. "
1 " (o.Pz.)
1 Kav. "
Verbl. unbek. (Rst. 9. Arm.)
Feind in unbek. Stärke

Although he was serving as the Reserve Front's commander, Marshal Zhukov was still a member of Stavka and had direct access to Stalin. On 19 August, he warned Stalin yet again about the danger posed by Army Group Centre's right wing. Zhukov recommended pulling back the 5th Army and assembling 11–12 rifle divisions, two to three cavalry divisions, 1,000 tanks, and 400–500 aircraft around Glukhov, Chernigov, and Konotop. Stalin didn't think that this concentration of forces was necessary since he was convinced that Army Group Centre was about to lunge towards Moscow.

Nonetheless, later that same day, he authorized Budenny to withdraw the 5th Army. This took 6. Armee by surprise since it had seen no signs of withdrawal, and Red Army rearguards had strongly resisted its reconnaissance probes. When the Soviet troops suddenly disappeared on 21 August, Reichenau immediately set the XVII Armeekorps and LI Armeekorps in motion but hesitated to commit the 11. Panzer Division due to the poor condition of the roads and bridges.

Rundstedt had already decided to shift his main effort to the 17. Armee. By 21 August, it had relieved units of Panzergruppe 1 on either side of Kremenchug and was on the verge of eradicating the Soviet bridgehead at Cherkassy. Rundstedt planned to reinforce it with Gruppe von Schwedler and had already ordered the XI Armeekorps to transfer up from the 11. Armee with its 76., 198., and 239. Infanterie Divisions.

Along the way, the XI Armeekorps crossed paths with the XXXXIX Gebirgs-Korps, which was heading south to join the 11. Armee, most of which had crossed the Southern Bug on 19 August and was advancing towards the Ingulets and Dnieper completely out of contact with the enemy. The LIV Armeekorps' 50. and 170. Infanterie Divisions were still west of the Southern Bug.

Panzergruppe 1 remained locked in combat with the Reserve Army, which was fiercely defending its bridgehead at Dnepropetrovsk. On 18 August, Soviet engineers prematurely demolished the dam at Zaporozhe, causing the Dnieper River below the city to rise dramatically and expand to nearly a mile (1.6 kilometres) in width. The torrent destroyed the bridges and ferries that the 9th and 18th Armies intended to use and left them stranded on the right bank ripe for destruction.

Army Group South failed to finish off the trapped Soviet armies as they cobbled together new ferries and began crossing the river. Supply difficulties prevented the XIV Armeekorps (mot) from closing in from the northeast.

Liebstandarte and elements of the 72nd Division took Kherson on 20 August but lacked the strength to drive upriver. The 16. Panzer Division and the Hungarian Mobile Corps, which could have joined in an attack on Tyulenev's armies, were instead marching to the north and northeast.

The Romanian 4th Army launched a major assault on Odessa's western defences on 18 August but achieved little. Its tactics were crude, leadership overcautious, and artillery and air support totally inadequate. The 1st Armoured Division (-) had shifted around from the eastern side of Odessa's perimeter to spearhead III Corps' attack. Its 1st Armoured Regiment broke through the 95th Rifle Division's defences, but supporting infantry failed to follow, and Soviet antitank guns destroyed or damaged 35 R-2 tanks.

By 20 August, just 20 of the 105 R-2s with which the 1st Armoured Regiment started the campaign remained operational. On the following day, 46 damaged R-2s set out for Kishinev to undergo major repair. Marshal Antonescu had to inform Hitler that the 1st Armoured Division would not be able to join the Romanian 3rd Army's advance deeper into Ukraine – as the Germans had requested.

On 21 August, General Arthur Hauffe, head of the German Army Mission in Romania, convinced Hitler to reinforce the Romanian 4th Army with two German artillery battalions and an assault pioneer battalion transferred from the 11. Armee. However, Hitler rebuffed Antonescu's appeal for Luftwaffe air support.

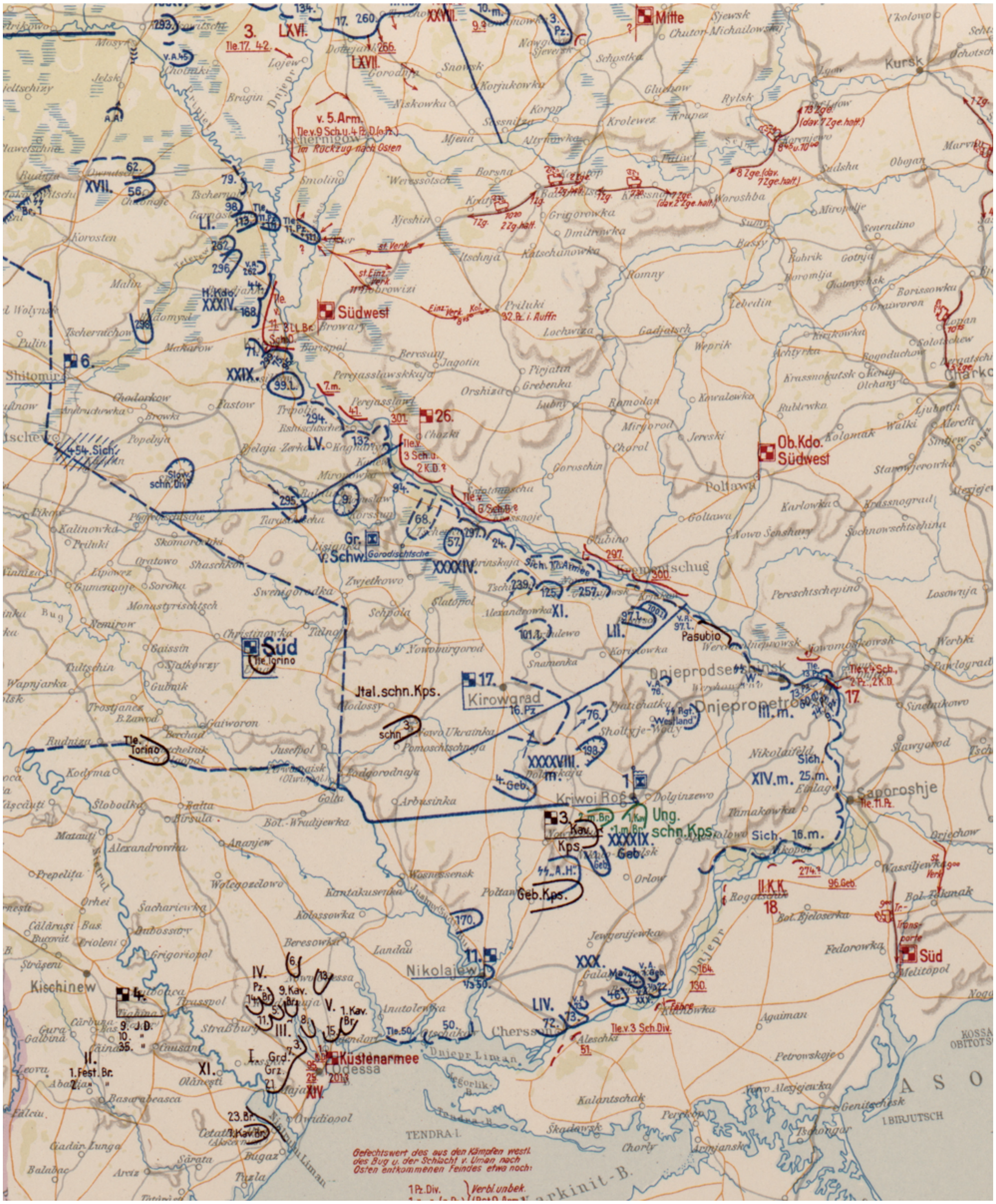
In the days following Hitler's 15 August order to halt the advance towards Moscow, OKH and Army Group Centre had been conspiring to overturn or at least circumvent the Führer's decision. Thus, on 21 August, Hitler had OKW issue a new order that restated his strategic guidance with new emphasis and detail:

> The most important missions before the onset of winter are to seize the Crimea and the industrial and coal regions of the Done, deprive the Russians of the opportunity to obtain oil from the Caucasus, and, in the north, to encircle Leningrad and line up with the Finns rather than capture Moscow.
>
> The seizure of the Crimean Peninsula has colossal importance for the protection of oil supplies from Romania [against air attack]. Therefore, it is necessary to employ all available means, including mobile formations, to force the lower reaches of the Dnieper rapidly.

The new order expressly directed Army Group Centre to 'allocate sufficient forces' – including elements of Guderian's Panzergruppe 2 – to ensure the 5th Army's destruction. Army Group South would help destroy the 5th Army, then advance in the direction of Kharkov and Rostov with its left and centre, while the right wing headed for the Crimea. It would hold the Dnieper bend with weak forces that would dig in behind the river. However, Rundstedt believed that he could not safely advance on Kharkov, Rostov, or the Crimea while the Soviet forces massed along the Dnieper from Kiev to Dnepropetrovsk hung like a balcony over his northern flank. It would merely be replaying the 5th Army script on a much larger scale.

ARMY GROUP SOUTH

25 AUGUST



The situation on Army Group South's front changed dramatically in the four days between 21 and 25 August. The most notable developments occurred on its far left. The 5th Army had escaped over the Dnieper, but the hotly pursuing

111. Infanterie Division seized a bridgehead across the river on 23 August. Elements of the 11. Panzer Division then pressed on through the gap to reach the Desna River at Oster. Meanwhile, Army Group Centre's 2. Armee and Panzergruppe 2 were steadily driving back the Central Front, threatening to envelop the 5th Army's northern flank.

Stalin still expected Guderian to wheel left and attack Moscow from the southwest, where the capital's defences were weakest. Thus, instead of concentrating reserves in front of Panzergruppe 2, he reinforced the Bryansk Front on Guderian's left flank and ordered Eremenko to destroy the badly strung-out German mobile divisions. All that Budenny had to throw in front of Guderian was the weak 40th Army, which Stavka hastily assembled on 25 August. It had two rifle divisions, the 2nd Airborne Corps, the 5th Antitank Brigade, and the 10th Tank Division (with 15 tanks). Some of these were worn-out units stripped from the 26th and 37th Armies, while others were raw formations with little training and no combat experience.

Budenny proposed unifying command in the sector opposing Guderian either by transferring the 5th Army to the Central Front or shifting the 21st Army into the Southwestern Front. Stalin chose instead to abolish the Central Front and placed its units under the command of Eremenko's Bryansk Front on 24 August. Since the Central Front had been thoroughly decimated in recent battles, Stavka simultaneously disbanded the 3rd Army and folded its remaining troops and units into the 21st Army.

Budenny also suggested that he evacuate Kiev, but Stalin would not hear of it. The Germans themselves no longer had any intention of assaulting the heavily fortified city frontally. Thus, the 6. Armee's centre remained stationary in front of the city, while its left wing pursued the 5th Army and its right wing closed up to the line of the Dnieper down as far as Cherkassy.

Off to its right, the 17. Armee had taken command of Gruppe von Schwedler, eliminated the Soviet bridgehead at Cherkassy, and was slowly moving its divisions into position along the river. It planned to seize bridgeheads on the left bank as soon possible, since Army Group Centre's southernly advance raised the possibility of a strategic-level encirclement of the entire Southwestern Front. However, a shortage of ammunition and other supplies which was afflicting much of Army Group South hampered the army's preparations.

Kleist had eliminated the Soviet bridgehead west of the river at Dnepropetrovsk and seized one of his own on the eastern bank with the 13. Panzer Division. Yet, since Panzergruppe 1 was further from the border than any other formation of Army Group South, its supply situation was particularly dire. It managed to overcome a critical shortage of ammunition on 23 August only because 17. Armee transferred stocks from its own dumps.

Most of the XIV Armeekorps (mot) was screening the Dnieper bend to Nikopol and beyond, while the Hungarian Mobile Corps was still in transit from Nikolaev, and the XXXXVIII Armeekorps (mot)'s 16. Panzer Division had gone into reserve at Kirovograd.

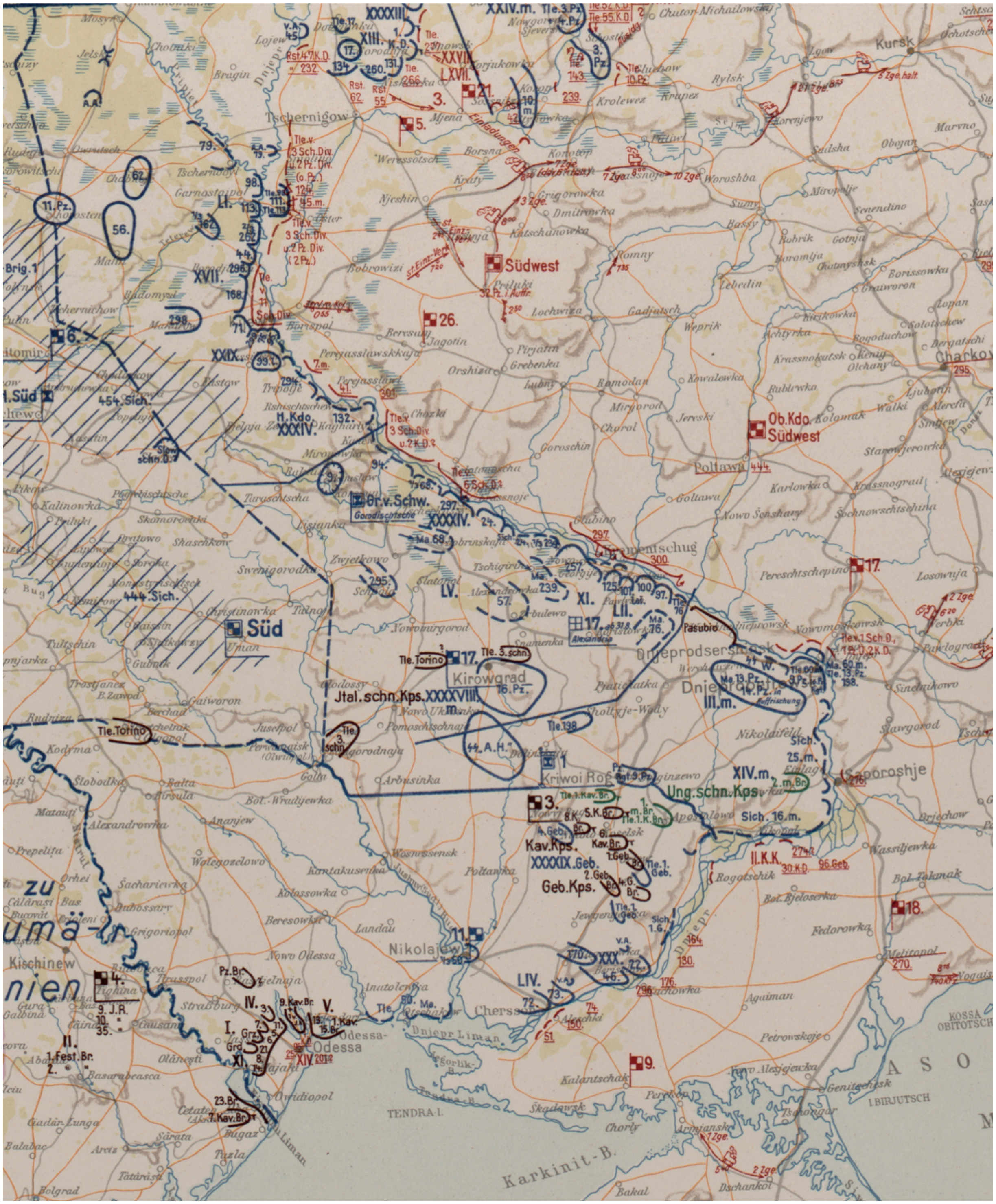
The bulk of the 11. Armee had closed up to the Dnieper between Kherson and Kakhovka. The XXXXIX Gebirgs-Korps and the Romanian 3rd Army were moving up to fill the gap beyond on Panzergruppe 1's right flank, but most of the 9th and 18th Armies had already crossed to the left bank of the Dnieper by 22 August. At the time, the Germans expressed little concern about the armies' escape. Rundstedt's intelligence staff reported that Soviet 'fighting spirit was hardly the same as before' all along the army group's front, and doubted that the Red Army had the men and equipment necessary to restore the 9th and 18th Armies' combat strength anytime soon.

This optimism was totally unfounded, since the Red Army's morale had not cracked and it still had plentiful reserves. On 25 August, Stavka disbanded the Reserve Army and used its units to re-establish the 6th and 12th Armies, confounding German intelligence, which had counted both of them as irrevocably destroyed in the Uman and Pervomaysk encirclements. Stavka would likewise reincarnate many other destroyed armies and divisions with newly formed units.

If morale was starting to crack anywhere, it was among the Romanian soldiers besieging Odessa. The 4th Army's offensive against the city's western perimeter continued until 24 August, slowly gaining ground at the cost of heavy casualties. The only rapid progress occurred east of Odessa, where V Corps, supported by German artillery, overran Soviet coast artillery positions at Chebanka on 24 June and pressed on west towards the city. From the newly captured positions, artillery forward observers could look directly into Odessa's harbour and began shelling it on 25 August.

ARMY GROUP SOUTH

29 AUGUST



Between 25 and 29 August, Army Group South's front was largely at a standstill except at its furthest extremities. Up in the north, the 6. Armee's left wing remained on the offensive, although 5th Army counterattacks had forced the 111. Infanterie Division back from Oster, and the 11. Panzer Division had pulled back into reserve at Korosten. However, the 6. Armee was arguably the least of the 5th Army's worries. For, more than a hundred miles behind its right flank, Guderian's 10. Infanterie Division (mot) had seized a bridgehead across the Desna near Korop and the 3. Panzer Division had captured the Desna bridge at Novgorod-Seversky intact further to the east. The Sword of Damocles was dangling over the entire Southwestern Front.

Down in the south, the Romanian 4th Army resumed its offensive against Odessa on 28 August after a four-day pause. The 1st Armoured Division had concentrated all of its remaining tanks – R-2s and R-35s – in the Eftimiu Mechanized Detachment, which supported XI Corps' assault. The attackers gained ground all along the western perimeter and severely attritted the Independent Coastal Army's strength. Over on the eastern side of the perimeter, V Corps' westward advance ground to a halt at Fontanka on 28 August even though it had virtually annihilated three opposing Red Army regiments. The surviving Soviets managed to stabilize the front in the narrow bottleneck between the Black Sea and the Kuyalnik Estuary – a bay whose mouth had silted up, converting it into a brackish saltwater lake.

Meanwhile, Rundstedt was shuffling his forces in the big bend of the Dnieper. The 17. Armee was massing on its right wing for an assault across the Dnieper near Kremenchug. Further upstream, on its left wing, Gruppe von Schwedler had already seized a bridgehead at Cherkassy, but it was small and subjected to repeated Soviet counterattacks.

On 28 August, Rundstedt informed OKH that he planned to seize bridgeheads at Kremenchug and Oster, then annihilate the Soviet forces east of Kiev with a concentric advance by the 6. and 17. Armees, and Panzergruppe 1 – all converging on Lubny – in concert with Army Group Centre's right wing. OKH worried that it would take Army Group South too long to prepare this complex, three-pronged attack, allowing the Soviet troops defending Kiev and the Dnieper line time to make their escape. It believed that air and ground reconnaissance had detected signs of a large-scale Soviet retreat – though in fact, none was taking place.

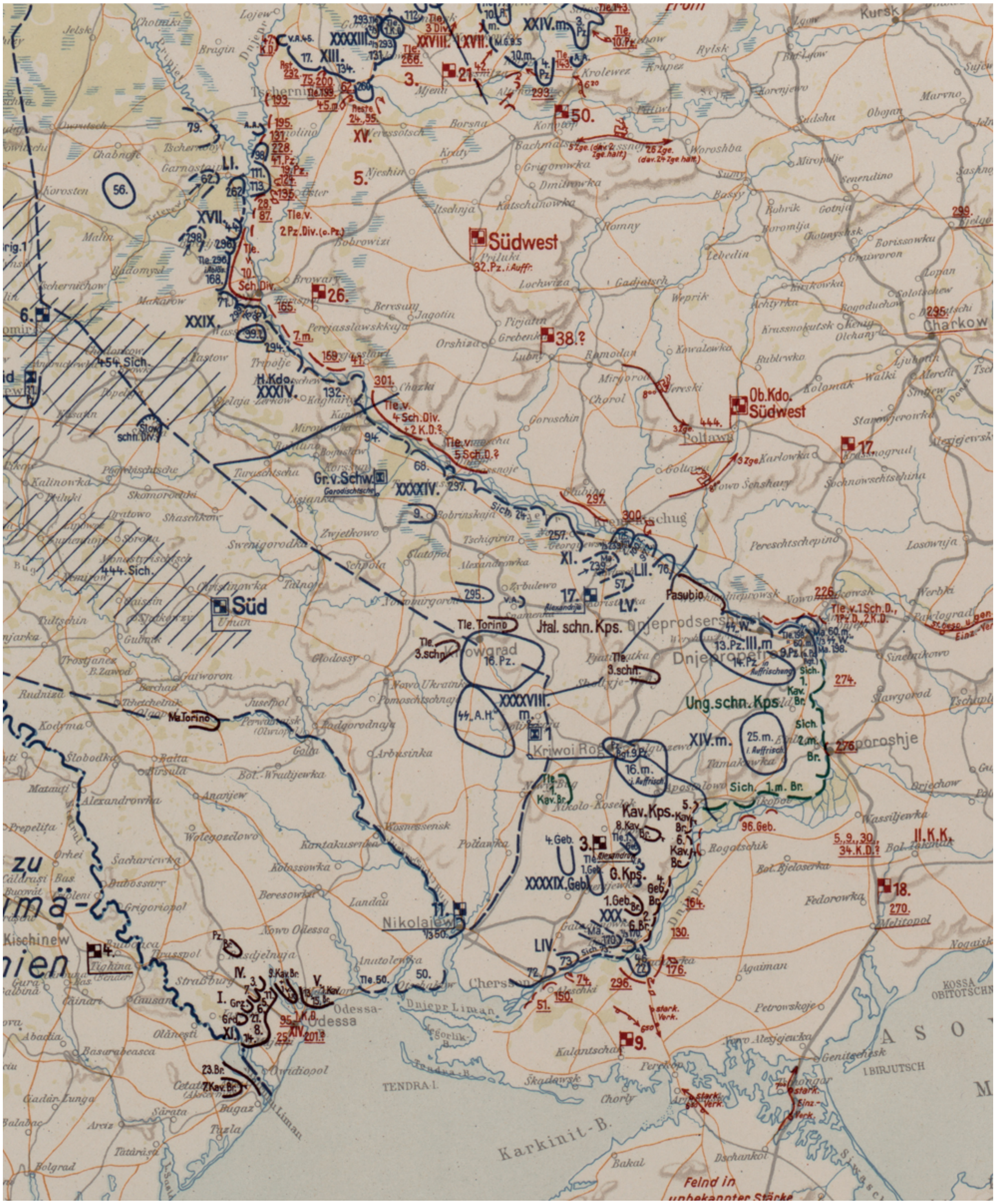
XXXXVIII Armeekorps (mot)'s 16. Panzer Division and the Liebstandarte Brigade were resting in reserve around Kirovograd, while III Armeekorps (mot)'s 13. and 14. Panzer Divisions were likewise recuperating near Dnepropetrovsk. However, elements of the 60. Infanterie Division (mot) and the 198. Infanterie Division were not able to rest since they had joined the 13. Panzer Division in the Dnepropetrovsk bridgehead.

Supply shortages continued to plague Army Group South and impeded its movements. Thus, both the Italian divisions and the Hungarian Mobile Corps moving east to reinforce Kleist were moving rather slowly. The same was true of the XXXXIX Gebirgs-Korps and the Romanian 3rd Army as they headed south to join the 11. Armee on the lower Dnieper.

Stalin was enraged that the Southern Front had let the Germans capture a bridgehead at Dnepropetrovsk and stripped Tyulenev of his command on 26 August. Yet, unlike some other unsuccessful generals, Tyulenev escaped arrest and spent the rest of the war in command of the Transcaucasian Military District. The 38th Army's commander, General Dmitri I. Riabyshev, took over the Southern Front on 30 August.

ARMY GROUP SOUTH

2 SEPTEMBER



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Poltawa
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Sumy
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Nikolajew
Odessa
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Dnjepr Liman
Feind in unbekannter Stärke

On 30 August, OKH informed 2. Armee that those of its divisions required for operations south of the Desna would come under the command of Guderian's Panzergruppe 2. The army headquarters and its remaining divisions would head north to join Army Group Centre's main front. The 1st Kavallerie Division had already begun moving north. Despite these impending movements, Army Group South's chief of staff, General Georg von Sodenstern, believed that Guderian's advance ensured the Southwestern Front's destruction. Once that was done, he believed that the Soviets would not be able to rebuild a new front, allowing Army Group South to take its objectives with mere 'expeditions'.

Meanwhile, Budenny had managed to re-establish a contiguous defensive line roughly following the line of the Dnieper. Kirponos' Southwestern Front had the 5th Army defending the river north of Kiev, the 37th Army in the city itself, and the 26th and 38th Armies extending down to southeast of Kremenchug. The Southern Front had the reconstituted 6th and 12th Armies defending the Dnepropetrovsk and Zaporozhe areas, respectively, while the 9th and 18th Armies held the southern bank of the Dnieper all the way to its mouth. Finally, the Independent Coastal Army garrisoned isolated Odessa.

Rundstedt had also been busy moving troops and supplies up to the Dnieper, and preparing to end Army Group Centre's operational pause at the river. On 28 and 29 August, he ordered the 6. and 17. Armees, and Panzergruppe 1, to cross the Dnieper in as many places as possible. Kleist could not act immediately because his panzer units still needed time to recuperate after advancing 500 miles (800 kilometres) since the campaign started. And that was only straight-line distance. Making allowance for detours, most of his panzer divisions had actually covered at least 700 miles (1,100 kilometres). The Pasubio Division and the Hungarian Mobile Corps had taken over most of the panzer group's front. The 11. Panzer Division went into reserve about 300 miles (480 kilometres) from Kleist's most advanced units.

Stülpnagel's 17. Armee acted with alacrity, sending its XI Armeekorps across the Dnieper just south of Kremenchug on 31 August. This set alarm bells ringing in Kirponos' headquarters, since the southern German pincer had now begun to bite into the Southwestern Front's defences. The northern pincer was even more threatening. Although the Bryansk Front's counterattacks were battering Guderian's Panzergruppe 2, they had not pushed it back – much less destroyed it. The XXIV Armeekorps (mot) clung to its Desna bridgeheads at

Korop and Novgorod-Seversky and was gathering its strength for another lunge southward.

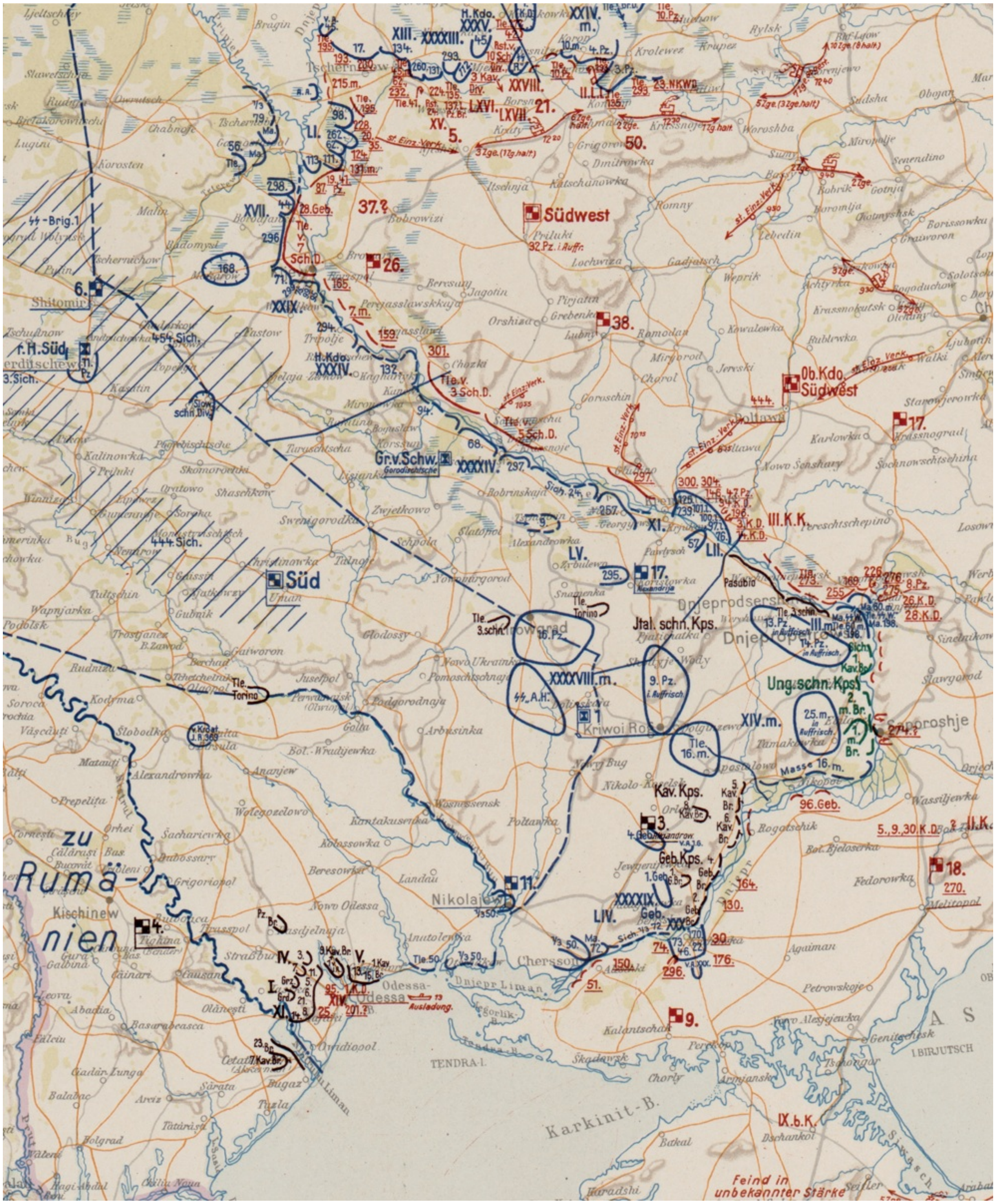
Further west, the 2. Armee's advance was picking up speed. Stavka had ordered Potapov's 5th Army to take over the defence of Chernigov, but only weak elements of its 15th Rifle Corps arrived by 31 August, and the 260. Infanterie Division captured another Desna bridgehead east of the city the following day. The 5th Army's main front along the Dnieper was also under heavy pressure from the 6. Armee's left wing.

Another crisis had emerged below the great bend in the Dnieper, where the 11. Armee had also gone on the offensive after the Romanian 3rd Army finally arrived on its left flank. On the first day of September, the XXX Armeekorps attacked across the river and captured a bridgehead at Kakhovka. A quick thrust south to the Perekop Isthmus would cut off the 9th Army's left wing and open the door to the Crimea. The 50. Infanterie Division remained tied down in defensive duties west of the Southern Bug River, garrisoning Nikolaev and picketing the coastline against potential Soviet amphibious attacks across the narrow estuary where the combined waters of the Bug and Dnieper ran into the Black Sea.

The 4th Romanian Army's Odessa offensive was also making progress. The Romanians had driven a deep wedge into Soviet defences west of the city as Axis shelling pulverized the harbour. Only the timely arrival of 10,000 reinforcements shipped in by sea between 30 August and 2 September saved the Independent Coastal Army from collapse. With these fresh forces, it launched a counterattack on 2 September that halted the Romanian advance – which had already been losing momentum due to logistical problems and extremely heavy casualties. The Romanian 8th Division alone had suffered 7,500 casualties and was eliminated as an effective combat unit.

ARMY GROUP SOUTH

6 SEPTEMBER



Südwest
Ob.Kdo. Südwest
Süd
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Geb. Kps.
XXXXVIII. m.
XIV. m.
Ruma-nien
zu
Kischinew
Nikolajew
Odessa
Cherson
Dnjepropetrowsk
Saporoshje
Krivoi Rog
Poltawa
Shitomir
Korosten
Uman
Melitopol
Karkinit-B.
TENDRA-I.
Dnjepr Liman
Feind in unbekannter Stärke

The situation of Budenny's Southwestern Strategic Direction continued to deteriorate. Although Soviet counterattacks had pushed the exhausted 10. Infanterie Division (mot) back at Korop, the rest of the XXIV Armeekorps (mot) was on the attack. The 3. Panzer Division advanced down to the bank of the Sejm River – the last natural barrier barring a breakthrough to the south. This thrust also split the 21st Army from the rest of Eremenko's Bryansk Front. Since it was already operating in between Kirponos' 5th and 40th Armies, Stavka transferred the 21st Army to the Southwestern Front on 6 September.

The transfer did little to strengthen Kirponos' hand since much of the 21st Army was dangerously wedged between the advancing Panzergruppe 2 and 2. Armee, and in immediate danger of encirclement. The 2. and 6. Armees were likewise closing in on the 5th Army's right wing from different directions. It was long past time for the 5th Army to fall back behind the Desna, but Stavka still refused to authorize a withdrawal, even though the German 262. Infanterie Division had grabbed another bridgehead across the river.

German pressure was also building against Kirponos' southern flank. Repeated counterattacks by the 38th Army – which was building up to a strength of seven rifle and three cavalry divisions – had failed to eradicate the 17. Armee's bridgehead south of Kremenchug. The Soviets did clobber the bridgehead with heavy artillery fire which the Germans could not match due to ammunition shortages. The XI and LII Corps nonetheless kept feeding additional divisions across the river, and widening and deepening their foothold on the left bank. By 6 September, half a dozen divisions were in the bridgehead with another on the way.

Budenny had to divide his attention between the Kremenchug and Dnepropetrovsk bridgeheads. The latter seemed more threatening to Stavka since it contained German motorized formations, and several panzer divisions were recuperating close by just south of the river. This was a mistake since, on 4 September, Rundstedt ordered Kleist to enter the Kremenchug bridgehead and strike north to join hands with Guderian. However, the first mobile divisions would not start moving for another week because they still needed more time to rest and refit their worn-out vehicles.

Another dangerous abscess was growing in the Southern Front's sector, where the 11. Armee had fed four divisions into its Kakhovka bridgehead and formed an ad hoc motorized forward detachment to exploit southwards. As was true at Kremenchug and Dnepropetrovsk, the Germans were still consolidating and expanding the bridgehead, and needed some time to prepare to launch a major offensive from it. Yet, Tyulenev was already strengthening the defences of the critical Perekop Isthmus as fast as he could.

The only good news Budenny was receiving continued to come from Odessa, where the Romanians halted their offensive on 5 September. Casualties among the attackers had been extremely high, largely due to insufficient fire support for frontal attacks on fortified positions. The typical Romanian infantry division possessed just two dozen 75mm field guns and eight 100mm howitzers. All were outmoded, horse-drawn weapons dating from World War I.

On 6 September, Hitler issued Führer Directive No. 35. It started by observing that the success of operations against Leningrad and between the flanks of Army Groups Centre and South 'have created prerequisites for the conduct of a decisive operation against Army Group Timoshenko, which is unsuccessfully conducting offensive operations in front of Army Group Centre'.

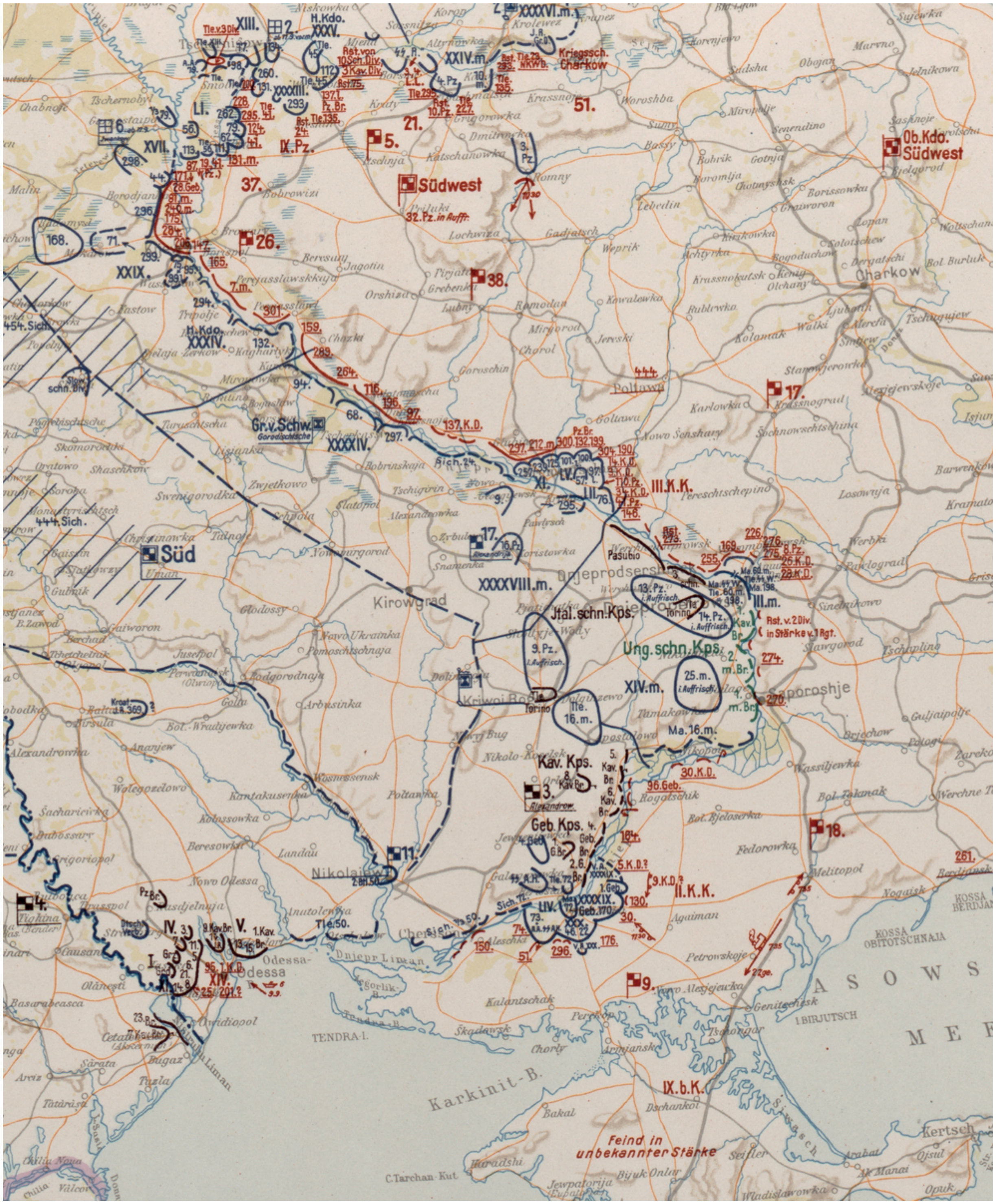
Nonetheless, Hitler still wanted Army Groups North and South to pursue their own ambitious and highly divergent strategic objectives even as Army Group Centre resumed its advance on Moscow. He did not believe that merely capturing the Soviet capital would bring the war to a favourable conclusion – and may have been right on that score. Thus, even at this late date, the Germans still could not settle on a single objective and mass their forces against it. In all probability, there simply was no single objective whose capture would have ensured victory, leading Hitler to pursue several different approaches as winter approached: capturing Moscow, destroying Red Army formations, and overrunning the natural resources and industrial centres that Stalin would need to generate new ones.

Before the Moscow offensive could begin, the Germans had to finish off the Southwestern Front. Directive No. 35 therefore ordered Army Group South to destroy enemy forces in the Kiev–Konotop–Kremenchug triangle in concert with Army Group Centre's right wing. For this purpose, Panzergruppe 1 was to strike north towards Lubny from the bridgehead below Kremenchug no later than 10 September. Meanwhile, the 17. Armee would advance on Kharkov and Poltava, and the 11. Armee would attack towards the Crimea.

Looking ahead to subsequent operations, the directive called for Army Groups Centre and South to free up the 2. and 6. Armees, and Panzergruppe 2, as quickly as possible from the anticipated encirclement battle. It also observed, ‘Movement of mobile forces southward from the lower course of the Dnieper to Melitopol will considerably assist the 11. Armee in fulfilling its missions.’

ARMY GROUP SOUTH

10 SEPTEMBER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Südwest
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Dnjepropetrowsk
Saporoshje
Kriwoi Rog
Nikolajew
Odessa
Melitopol
Cherson
Kalantschak
Perekop
Dshankoi
Jewpatorija
Kertsch
Karkinit-B.
Tendra-I.
Asowsches Meer
Feind in unbekannter Stärke
XXXXVIII.m.
Jtal.schn.Kps.
Ung.schn.Kps.
XIV.m.
III.m.
III.K.K.
II.K.K.
IX.b.K.
Kav. Kps.
Geb. Kps.
XXX.
LIV.
XXXXIX.
XI.
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LII.
XXXXIV.
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16.Pz.
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Pasubio
Torino
444.
454.Sich.
444.Sich.
137.K.D.
30.K.D.
36.Geb.

By 10 September, Budenny's situation was truly desperate. The German bridgeheads at Kakhovka and below Kremenchug were swelling like cancerous tumours about to burst. The 17. Armee now had eight divisions on the left bank and had widened its lodgment upstream by capturing Kremenchug itself. Kleist's leading division – the 16. Panzer Division – was already on its way towards Kremenchug. The 11. Armee now had all three of its corps and most of its divisions packed into the ballooning Kakhovka bridgehead. Moreover, it had a significant reinforcement on the way in the form of the SS Liebstandarte Brigade. The addition of this motorized formation would greatly accelerate the army's breakout from the bridgehead.

The Sword of Damocles had already fallen on Budenny's northern flank. Eremenko's counterattacks against Panzergruppe 2's eastern flank had accomplished little. Guderian's XXIV Armeekorps (mot) had crossed the Sejm on a wide front, and the 3. Panzer Division had achieved a clean breakthrough on 10 September. It bypassed Konotop and raced 50 miles (80 kilometres) south to capture Romny, plunging like a dagger into the vitals of the Southwestern Front. It also fortuitously captured a Soviet fuel depot.

Soviet reserves were so few that students and instructors from the Kharkov Tank School and Kharkov Infantry School rushed to the front to oppose Guderian's XXXXVI Armeekorps (mot). To oppose the 3. Panzer Division, Budenny and Kirponos had to take two rifle divisions from the 26th Army, although that left it with only three others to hold a 100-mile (160-kilometre) front along the Dnieper.

Things were also coming to a crisis further west. On 7 September, Kirponos had finally been granted permission to pull the 5th Army back to the Desna, but it was already too late. By 10 September, the 2. Armee and the 6. Armee's left wing had crossed the Desna at so many points that the river no longer had any value to Kirponos as a defensive position. The German armies had also linked up west of Chernigov, trapping three Soviet divisions between them and finally closing the gap between Army Groups Centre and South. The increasingly fragmented remnants of the 5th and 21st Armies were falling back in disarray, and there was no natural obstacle left behind which they could attempt to rally.

Even at this late date, Stalin still could not believe that Hitler had committed Guderian's entire Panzergruppe 2 to the destruction of the Southwestern Front and remained violently opposed to evacuating Kiev. On 7 September, he angrily rejected Chief of Staff Shaposhnikov's arguments in favour of giving up the city. The following day, he met with Zhukov, who was on his way to take command in Leningrad. Although Stalin did not lose his temper when Zhukov advised him to pull the 37th Army out of Kiev, he refused to accept the urgent necessity of doing so. On 10 September, Stavka ordered Eremenko to cave in Guderian's flank with a new counterattack scheduled to begin in three days' time. Stalin trusted that this would automatically resolve the crisis at Romny.

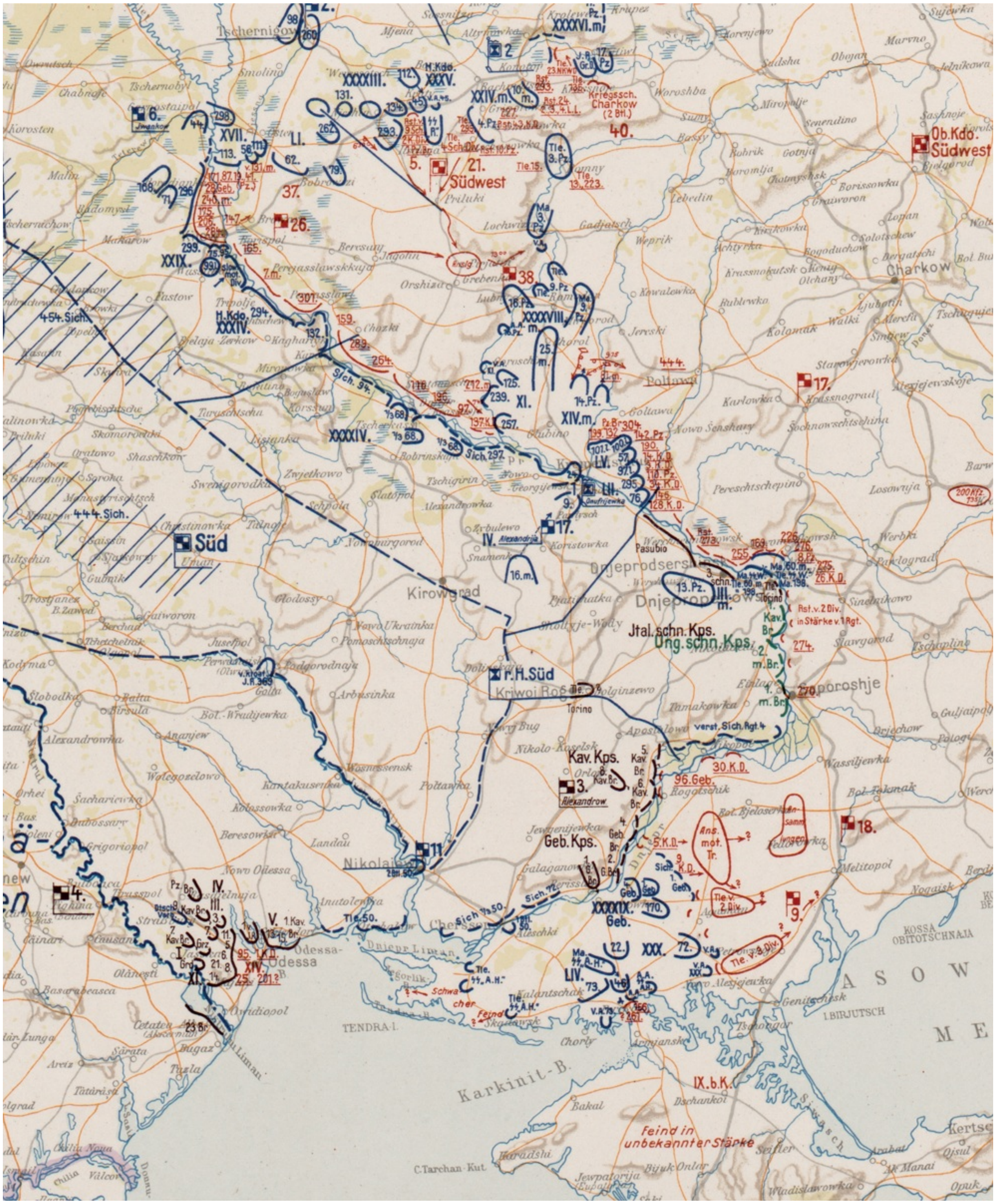
Odessa remained quiet. Romanian casualties since 3 August totaled 58,859 men killed, wounded, and missing, and the 4th Army's commander, General Nicolae Ciuperca, reported, 'nearly all our divisions have exhausted their offensive potential, both physically and morally'. The Romanian dictator, Marshal Antonescu, rewarded Ciuperca's candor by removing him from command and installing the Defence Minister, General Iosif Iacobici, in his place.

Reinforcements were already on their way east from Romania that would bring the 4th Army's strength up to a dozen infantry divisions, three cavalry brigades, and two fortress brigades with a notional strength of 260,000 troops. In fact, due to casualties already suffered, no more than 200,000 would actually be on hand. The Independent Coastal Army also received reinforcements during this lull, during which the Black Sea Fleet carried in 15,350 troops and large stocks of ammunition. In addition, a full battalion of improvised Odessa tanks became operational.

The Germans agreed to commit more ground forces to the siege, though they continued to reject Romanian appeals for Luftwaffe air support. The 213. Sicherungs Division's commander – a general with the decidedly French-sounding name of René de l'Homme de Courbière – would command the German contingent. It would comprise two battalions of the 59. Infanterie Division's Infanterie Regiment 123; the 6. Kompanie, Engineer Lehr Regiment Brandenburg – a special forces unit; Pioneer Regiment 604 with four assault pioneer battalions; Artillerie Regiment 37 with two 105mm howitzer battalions; Artillerie Regiment 787, which included Küsten Artillerie ('Coast Artillery') Battalions 901 and 906 (both equipped with 150mm guns), and schwere ('heavy') Artillerie Battalion 154 with one 105mm gun battery and three 210mm howitzer batteries.

ARMY GROUP SOUTH

14 SEPTEMBER



Tschernigow
Charkow
Poltawa
Kirowgrad
Dnjepropetrowsk
Saporoshje
Nikolajew
Odessa
Cherson
Melitopol
Süd
Südwest
Ob.Kdo. Südwest
H.Kdo. XXIV.
XXXXVIII.
Jtal.schn.Kps.
Ung.schn.Kps.
Kav.Kps.
Geb.Kps.
Karkinit-B.
ASOW ME
Feind in unbekannter Stärke

On midnight on 11 September, the Southwestern Strategic Direction cabled Moscow to report that the 40th and 21st Armies could not possibly eliminate Guderian's XXIV Armeekorps (mot). Kirponos therefore requested permission to conduct a general withdrawal to the line of the Psel River – which ran into the Dnieper at Kremenchug. Although Shaposhnikov favoured a withdrawal, he had to respond with assurances that Eremenko's counterattack would eliminate the threat posed by Guderian. Stalin himself expressly forbid a withdrawal from Kiev later that morning and replaced Budenny with Marshal Semyon K. Timoshenko, who had halted Army Group Centre's advance in the Battle of Smolensk.

While the Soviets were fixated on Guderian in the north, Kleist was attacking in the south. He shifted Panzergruppe 1 headquarters northwest to command the new offensive, turning over his former area of operations in the Dnieper bend to General Karl von Roques, who led Army Group South's Rear Area Command. His cousin, General Franz von Roques, led Army Group North's rear area command. The 16. Panzer Division crossed into the Kremenchug bridgehead on 11 September, overran the 297th Rifle Division the next morning, and advanced a dozen miles (20 kilometres) north before nightfall.

The division lunged further north on 13 September as the 9. and 14. Panzer Divisions, and the 25. Infanterie Division (mot) followed in its wake. This opened a wide gap between the 26th and 38th Armies. By nightfall on 14 September, less than 20 miles (30 kilometres) separated the advance guard of Kleist's 9. Panzer Division from Guderian's foremost troops. Although the 3. Panzer Division was isolated at Romny, its commander, General Otto Walter Model – who would later rise to the rank of field marshal – had sent a forward detachment 30 miles (50 kilometres) south to Lokhvitsa.

On 14 September, the Southwestern Front's chief of staff, Major General Vasily I. Tupikov, acting on his own authority and emboldened no doubt by the knowledge that he would likely soon be dead or in German captivity, informed the General Staff that disaster was now unavoidable. He cabled Shaposhnikov, 'The catastrophe has begun and it should be obvious to you within a couple days.' Shaposhnikov responded by branding Tupikov as a panic-monger and ordering Kirponos to carry out Stalin's instructions of 11 September.

> [T]he situation requires the maintenance of extreme coolness and steadfastness on the part of commanders at all levels. Avoiding panic, it is to take all measures to hold occupied positions and

> especially to hold onto the flanks. You must compel Kuznetsov [21st Army] and Potapov [5th Army] to cease their withdrawal. You must instill the entire front with the necessity to fight on stubbornly without looking back.

Shaposhnikov was worried about Kuznetsov and Potapov since their armies' defences had fragmented, and the German infantry divisions on the 6. Armee's right wing, and in the XXXXIII Armeekorps and Höheres Kommando XXXV had gone over to the pursuit. The 37th and 26th Armies were still standing firm, immobilized by Stalin's no retreat order. The only good news was that the 2. Armee's XIII Armeekorps was marching north away from the battle with its three infantry divisions.

Eremenko's counterattack, on which Stalin had pinned such extravagant hopes, began on 14 September. It hit Panzergruppe 2 hard in several places, but achieved no significant results.

Tyulenev's Southern Front was also dealing with a major, though much less portentous, crisis. The 11. Armee had broken out of its Kakhovka bridgehead and was pursuing the defeated 9th Army eastward between the Dnieper and the Sivash Sea (which separated Crimea from the mainland). However, the recently formed 51st Army had halted the German advance at the narrow, heavily fortified Perekop Isthmus – dashing Hitler's hopes for a quick conquest of the Crimea. A battalion of the 50. Infanterie Division had crossed the Dnieper opposite Kherson, and the troops of the Liebstandarte Brigade were racing west to mop up Soviet forces retreating into the sandy peninsulas at the mouth of the river.

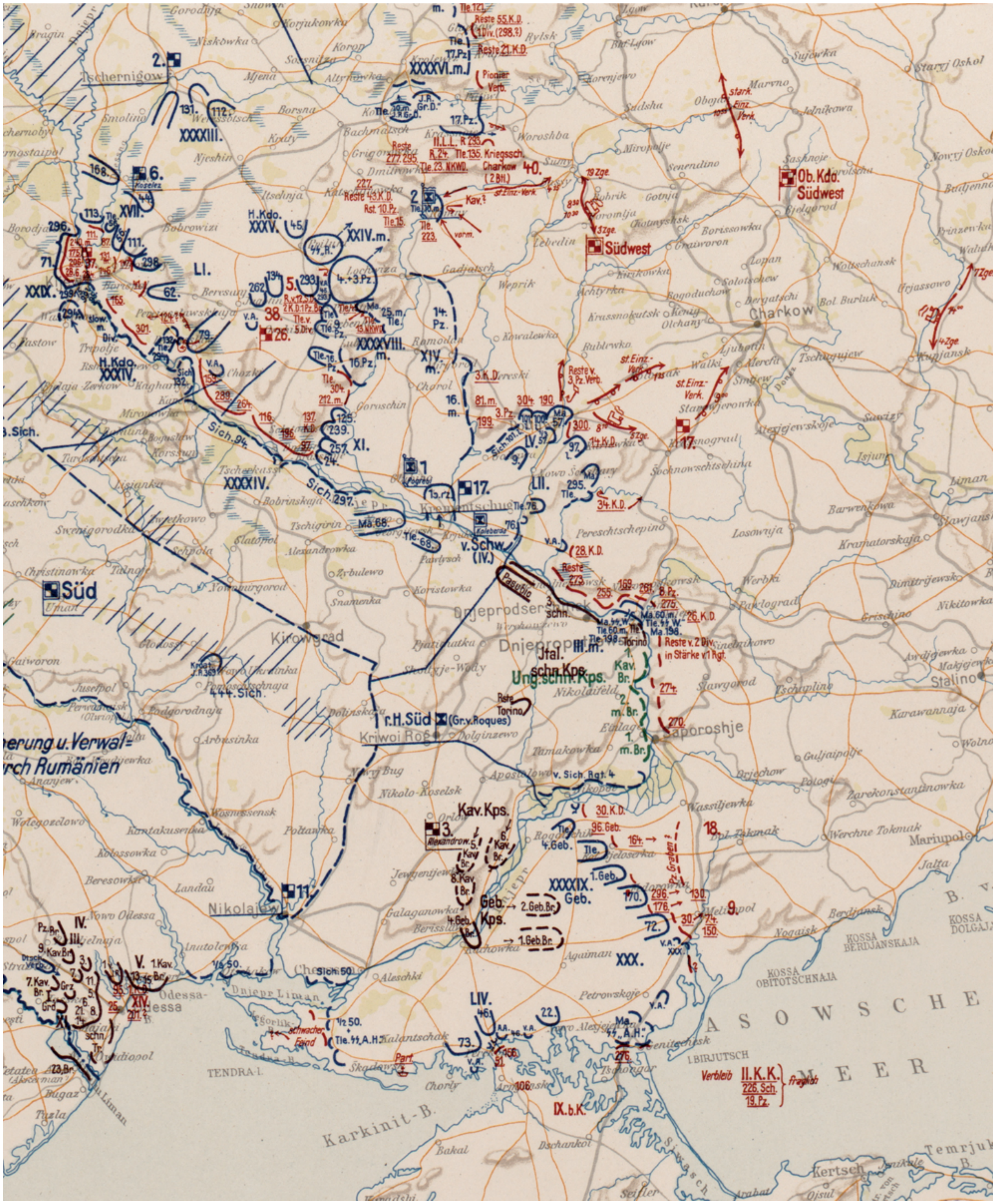
Aside from the 11. Panzer Division, which was refitting well southwest of Kiev at Berdichev, Army Group South had one combat unit that was not committed at the front. This was the Croat Infanterie Regiment 369. Hitler let the Croats form their own fascist state after Yugoslavia fell in April 1941. The new entity immediately found itself at odds with the Italians, who seized Croat-inhabited regions along the Adriatic coast in Dalmatia – and had ambitions to grab more.

When Mussolini sent Italian troops to fight in the Soviet Union, the Croatians, anxious to win points with Hitler, despatched a volunteer force of their own. The 5,000-strong Croat Legion was organized and equipped like a reinforced German infantry regiment. It was trained at a German Army facility in Austria, and its troops wore German uniforms – with a Croatian checkerboard shoulder flash – and swore an oath of loyalty to Hitler. They headed to Romania by rail on 21 August and spent weeks marching towards the rapidly receding front.

After a week-long pause, the Romanian 4th Army launched a third assault against Odessa starting on 12 September. Since the eastern approaches to Odessa were squeezed into narrow corridors between the Black Sea, and the Kuyalnik and Khadzibey estuaries, the main attack again struck the western perimeter. At great cost, the Romanian I and XI Corps achieved a deep penetration to the east that threatened to cut off the Independent Coastal Army's entire left wing.

ARMY GROUP SOUTH

18 SEPTEMBER



On 15 September, Timoshenko ordered the Southwestern Front to fall back to the Psel River. Since he had not received Stalin's permission, Timoshenko gave the order verbally to the Southwestern Front's chief operations officer, General

Ivan Bagramian, who had flown east to his headquarters at Poltava. However, when Bagramian flew back to the Southwestern Front's own headquarters that evening, Kirponos refused to act upon verbal instructions that contradicted his written orders from Stalin. On 16 September, he cabled Stavka requesting written orders to retreat to the Psel.

The jaws closing in behind the Southwestern Front snapped shut that same day. The 5th, 21st, 26th, and 37th Armies and part of the 38th Army were all in the trap, but the German cordon was still thin in the north. Months of campaigning had left Guderian's units badly worn out, and recent heavy rains had exacerbated the problem. By 15 September, the 3. Panzer Division's 6. Panzer Regiment had only ten operational tanks remaining (one Panzer IV, three Panzer IIIs, and six Panzer IIs). Soviet counterattacks pounded elements of the 10. Infanterie Division (mot) which were defending Guderian's headquarters at Romny.

However, by 18 September, Höheres Kommando XXXV's three ex-2. Armee infantry divisions were now fighting right alongside Guderian's XXIV Armeekorps (mot). The 2. Armee's XXXXIII Armeekorps was marching in the opposite direction, heading north with the 112. and 131. Infanterie Divisions.

Just before midnight on 17 September, Stavka finally authorized the Southwestern Front to evacuate Kiev but said nothing about a withdrawal to the Psel. Kirponos had already decided to act on his own authority, ordering the 5th, 21st, 26th, and 37th Armies to break out eastward, while the 38th and 40th Armies attacked Lubny and Romny to cover the flanks of the breakout.

Unfortunately, it was now far too late. Panzergruppe 1 had driven a wedge nearly 50 miles (80 kilometres) wide behind the Southwestern Front, while other German forces were closing in on the trapped Soviets from the north and south. By 18 September, the 6. Armee's left wing had joined hands with the right wing, which had seized a new bridgehead across the Dnieper upstream of Kanev with the 132. Infanterie Division.

Further east, the 17. Armee was advancing northeast towards Kharkov with a half a dozen infantry divisions. The 57. Infanterie Division took Poltava on 18 September, forcing Timoshenko to relocate his Southwestern Strategic Direction headquarters to Kharkov.

Gruppe von Roques defended the Dnieper bend and the Dnepropetrovsk bridgehead with the Italian CSIR, the Hungarian Mobile Corps, and the III Armeekorps (mot) – which had detached both of its panzer divisions to join in the advance north of Kremenchug.

On 17 September, the 11. Armee got a new commander, General Erich von Manstein, who transferred from Army Group North, where he had led the LVI Armeekorps (mot). The previous army commander, Colonel General Eugen Ritter von Schobert, died when his Fieseler 'Storch' aircraft crashed in a minefield on 12 September.

The 11. Armee had two divergent objectives. Its left wing was supposed to pursue the retreating Soviet 9th and 18th Armies east to Rostov, then continue onward to the Caucasian oilfields. Meanwhile, its right wing was to conquer the Crimea and then send a mountain corps across the Kerch Straits into the Kuban Peninsula in the Caucasus. This was an absurdly ambitious offensive program for a weak German army that possessed only a single mobile unit – the Liebstandarte Brigade – supported by an even weaker Romanian army.

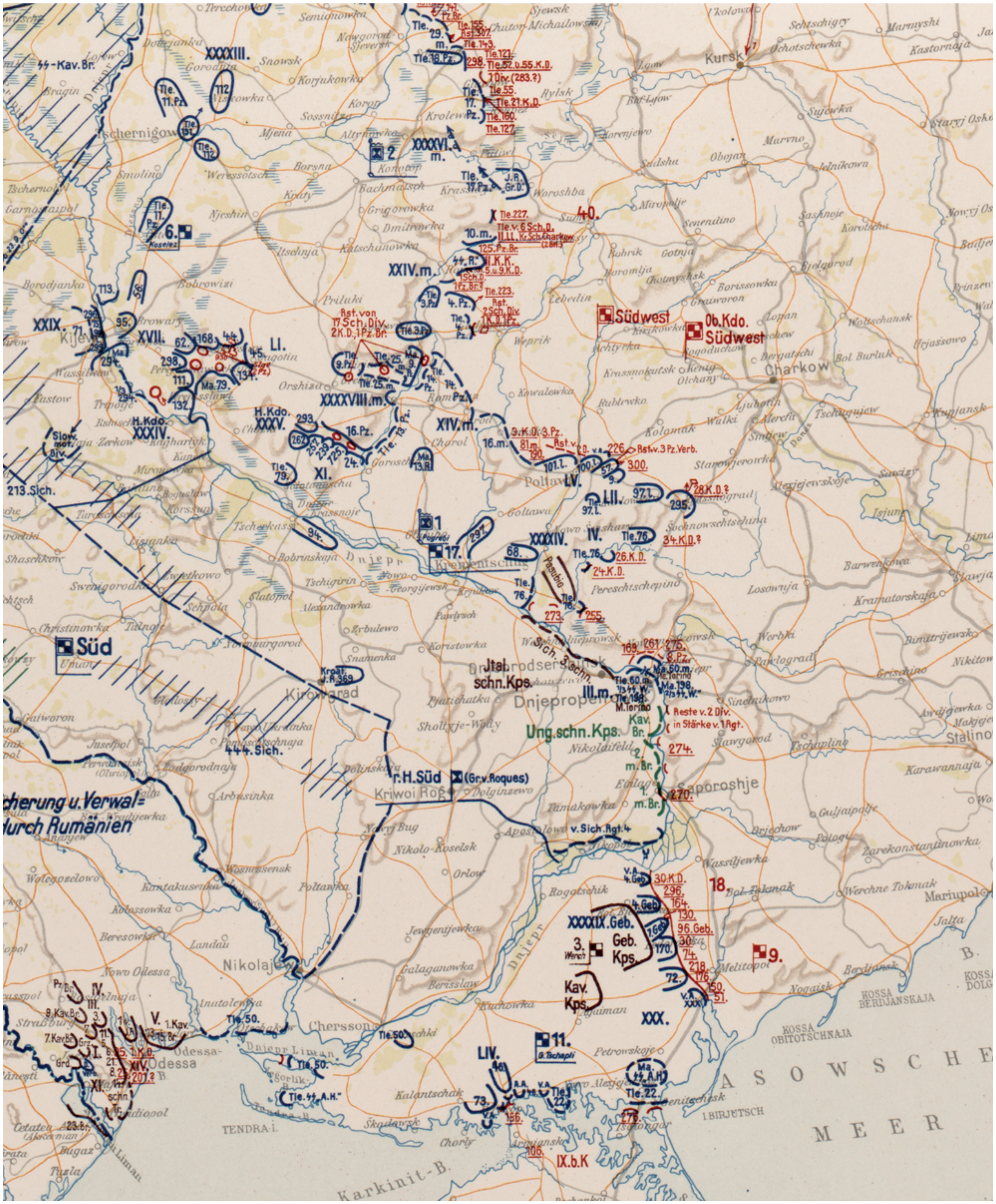
Hitler insisted on the conquest of the Crimea because he perceived it as a Soviet 'aircraft carrier' threatening the vital Romanian oilfields and a shortcut to the Caucasus. Yet, preventing air attacks on the oilfields only made sense in the event of a long war, since Soviet air raids on Romania had proven merely to have nuisance value. Having a solitary corps cross over into the Kuban only made sense if the war was going to be over soon due to the collapse of the main Soviet front. Thus, sending even part of the 11. Armee on a detour into the Crimea was arguably a needless dispersion of forces. A few divisions, mostly Romanian, would have sufficed to seal off the Crimea. Instead, the peninsula was going to consume the attention of the entire 11. Armee for nine months at a time when the Germans desperately needed it on the main front.

By 18 September, Manstein had concluded that the LIV Armeekorps alone could not capture the Crimea and decided to bring the XXXXIX Gebirgs-Korps down from his left wing. He would also need Liebstandarte to race south to seize Sevastopol by *coup de main*. To make this possible, Manstein would use Romanian units to fill in the gaps in his weakened left wing.

On the night of 14–15 September, the Independent Coastal Army pulled back its left wing to avoid being cut in two – abandoning about half of the territory in its beachhead around Odessa. However, the heavily fortified suburbs of Tatarka and Dalnik, whose built-up areas extended for about 6 miles (10 kilometres), barred the way into the city from the west. When four Romanian divisions and the Gruppe Courbière attacked the Dalnik–Tatarka line on 17 September, the defenders repulsed them with heavy losses. That night, the Black Sea Fleet lifted the 157th Rifle Division and 18 companies of replacements into Odessa.

ARMY GROUP SOUTH

22 SEPTEMBER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Kirowgrad
Nikolajew
Cherson
Odessa
Melitopol
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XXXXIV.
IV.
III.m.
213.Sich.
444.Sich.
SS-Kav.Br.
Sicherung u.Verwaltung durch Rumänien
r.H.Süd
(Gr.v.Roques)
v.Sich.Rgt.4
A S O W S C H E S
M E E R
Karkinit-B.
TENDRA I.
Dnjepr Liman

The 6. Armee took Kiev on 19 September – over two months after German troops first appeared on the city's outskirts. There was little fighting since the Soviets had already evacuated Kiev, but they left behind a series of F-10 radio-controlled bombs hidden in major buildings which the Germans were likely to use as headquarters, barracks, etc. Over the next several days, these began exploding in response to coded radio signals, inflicting significant casualties on the Germans and causing chaos in the city.

This did not prevent Army Group South from hacking the surrounded Southwestern Front into a series of isolated pockets doomed to rapid extinction as the Germans closed in from all sides. Kirponos' front headquarters linked up with part of Potapov's 5th Army headquarters and tried to escape to the east. Elements of the 3. Panzer Division cornered the group 5.5 miles (9 kilometres) southwest of Lokhvitsa on 20 September, and few of the 2,000 Soviet troops present managed to slip away. The Germans killed Tupikov and Kirponos, and captured Potapov. However, some of his subordinates concealed Kirponos' body in a hidden grave from which it was recovered when Soviet troops reoccupied the area years later.

Stavka had completely lost track of what was happening at the front as headquarters inside the pocket were destroyed and tried to make their escape. On 21 September, Shaposhnikov radioed Kirponos to ask if Kiev had been evacuated and, if so, to ensure that the Dnieper River bridges had been blown up. He got no response, but Stavka was already taking steps to deal with the aftermath of the disaster. The Germans had expected that, after destroying the Southwestern Front, they would be able to march east against negligible resistance. But they had again underestimated the size and strength of the Red Army's reserves, which were already rushing to re-establish a new front east of the pocket.

Unaware of the extent of the Soviet buildup east of the pocket, the Germans remained unduly optimistic. Army Group South had already begun transferring forces to Army Group Centre for Operation *Typhoon* – the Moscow offensive. The 11. Panzer Division, which had enjoyed a period of rest at Berdichev, was already heading north with the 56. Infanterie Division following behind.

Encouraged by the 17. Armee's rapid advance on Kharkov, Hitler and OKW decided to have Panzergruppe 1 thrust directly towards Rostov instead of advancing to the east or northeast as previously planned. Halder, who suspected that the Red Army's southern wing might retreat all the way to the

Don River, also supported Panzergruppe 1's 'eccentric advance' as a means of cutting off the Soviet 9th and 18th Armies against the Black Sea.

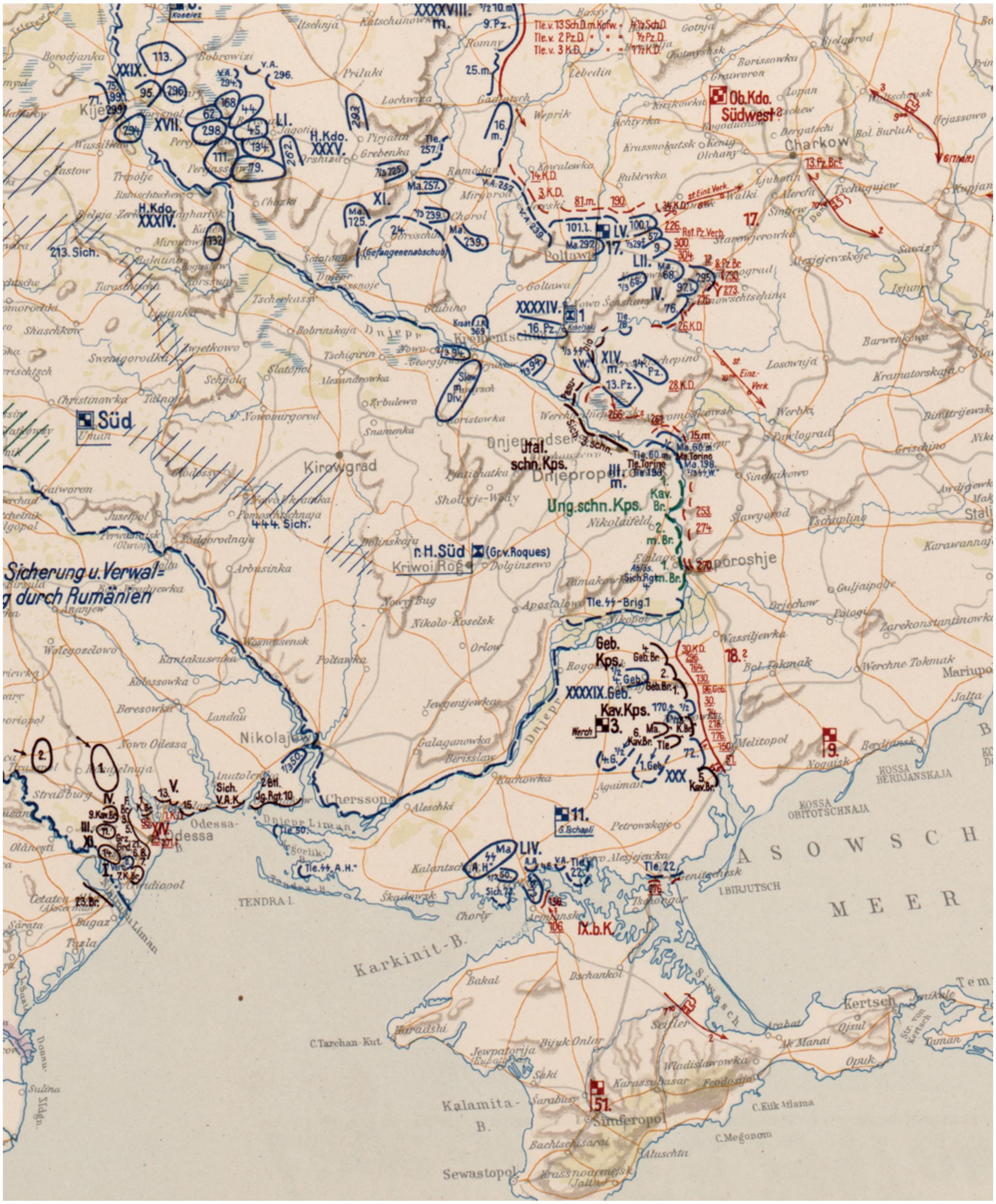
Thus, on 21 September, OKH gave Rundstedt new strategic guidance that can only be described as absurdly ambitious. It directed him to have Kleist roll up the Soviet defences along the Dnieper at Dnepropetrovsk and then drive towards the Donbas and Rostov. The 17. Armee was to capture Kharkov and then push on to the big bend of the Don River 210 miles (340 kilometres) further to the east! The 6. Armee was to finish off the surrounded Soviet forces as quickly as possible and move to cover the 17. Armee's northern flank by occupying the line of the Don southward from Pavlovsk. The 11. Armee was to carry on with its divergent advances towards Rostov and into the Crimea.

Meanwhile, the Romanian 4th Army's attack on Odessa had come to grief. Repeated frontal assaults on Dalnik had pushed the Independent Coastal Army to the brink of collapse, but the attackers were so exhausted that General Iacobici called a halt on 21 September. He intended to shift his attack to Tatarka on 23 September, but on 22 September, the 157th and 421st Rifle Divisions launched a counterattack east of Odessa, while the 3rd Marine Brigade made an amphibious landing further east and a 23-man parachute platoon spread chaos by destroying a Romanian headquarters and ambushing Romanian reinforcements. This surprise attack routed the Romanian 13th and 15th Divisions, and overran the Romanian artillery batteries that had been raking Odessa's harbour with observed fire.

Marshal Antonescu cancelled the planned attack on Tatarka and demanded more German support before the 4th Army made another attempt to take Odessa. This would take time to prepare, since the 6. Armee would have to despatch an infantry corps from the units fighting near Kiev, and German artillery reinforcements would have to come from as far away as Denmark. Although OKH was reluctant to divert forces from the main front, the Romanians could not establish a desperately needed water supply route to the 11. Armee while Odessa remained in Soviet hands.

ARMY GROUP SOUTH

26 SEPTEMBER


Ob.Kdo. Südwest
Charkow
Poltawa
Kirowgrad
Süd
Uman
Dnjepropetrowsk
Saporoshje
r.H.Süd (Gr.v.Roques)
Kriwoi Rog
Ung.schn.Kps.
Sicherung u. Verwaltung durch Rumänien
Nikolajew
Odessa
Chersson
Melitopol
Simferopol
Sewastopol
Kertsch
Karkinit-B.
Kalamita-B.
ASOWSCHES MEER
TENDRA-I.
11.
51.
9.
3.
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LIV.
XXX
IX.b.K.
XXXXIV.
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LII.
LV.
XI.
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XXIX.
LI.
H.Kdo. XXXV.
H.Kdo. XXXIV.
XXXXIX.Geb.
Kav.Kps.
Geb.Kps.
Ital. schn. Kps.
Gefangenenabschub
Dnjepr

The Germans finished off the pocketed 5th, 21st, 26th, and 37th Armies between 23 and 26 September, destroying 43 divisions and killing or capturing over 600,000 Red Army troops. Many historians have claimed that this victory was tarnished because the southward diversion of the 2. Armee and Panzergruppe 2 prevented Army Group South from taking Moscow before winter. The former Heer officer who penned the US Army's postwar study of Army Group South in 1941 took issue with this argument:

> The strategic importance of the battle of KIEV is not exhausted by pointing out its negative relation to the advance of the German Army [Group] Center to MOSCOW. There can be no doubt that the battle had to be fought. More than a million Soviet soldiers were concentrated in the KIEV area through the vicissitudes of war. The bold attempt of advancing Army Group Center by 250 miles would therefore have been doomed from the beginning. In the presence of these Soviet troops, any continuation of operations in the theater of Army Group South would have been impossible, if one excludes the Crimea and its hinterland on the lower DNEPR from this reservation.

According to the German Bundeswehr's official history of Operation *Barbarossa*, published in 1996, optimism reigned both in Hitler's headquarters and at the front after the unprecedented triumph at Kiev:

> [It] gave rise to the hope among German military leaders that, with relatively slight forces, they would be able to conquer the Crimean peninsula and cross over to the Caucasus before the beginning of winter. In their view, the enormous losses suffered by the Red Army in the three months of the campaign justified the assumption that the attack on Moscow 'Operation Typhoon', could still succeed in spite of the advanced season.

However, Army Group South's situation was not as promising as it seemed. For one thing, OKH forced it to give up ten divisions to Army Group Centre – including the XXXXVIII Armeekorps (mot) with the 9. Panzer Division, and the 16. and 25. Infanterie Divisions (mot) – for Operation *Typhoon*. Second, its supply situation was deteriorating rapidly. Germany's badly overstrained railroad system was able to get 24 supply trains – the minimum required – to the army group's main supply base on just 12 days in September. Delivering supplies from there to the front was difficult since the Soviets had destroyed the Dnieper bridges, forcing the Germans to ferry everything across the river. Third, the Soviets were pouring reinforcements into the area. A resurrected 21st Army, led by Major General Vasily N. Gordov (transferred from commanding the 9th Army) began assembling just days after the original 21st Army expired.

Instead of the expected pursuit to Kharkov, the 17. Armee found itself advancing slowly against strong resistance and had to request the attachment of a panzer division to restore its momentum. The army's XI Armeekorps was just starting to move east after mopping up the pockets, and the 24. Infanterie Division was fully engaged in collecting and evacuating (*Gefangenenabschub*) Soviet prisoners. Panzergruppe 1 was making rapid progress towards Dnepropetrovsk, but the 6. Armee was still far to the west mopping up the pockets.

On 24 September, F-10 mine attacks in Kiev demolished Army Group South's Rear Area Command headquarters and started a major fire that raged for five days. Damage was considerable and German casualties heavy. This incident had two notable consequences. First, the Germans sought revenge by massacring most of Kiev's Jewish population (over 33,000 civilians) in just two days (29–30 September) at Babi Yar ravine on the outskirts the city. Second, Hitler decided that, instead of assaulting and occupying major urban areas, German troops should surround Soviet cities and slowly demolish them with artillery and aerial bombing.

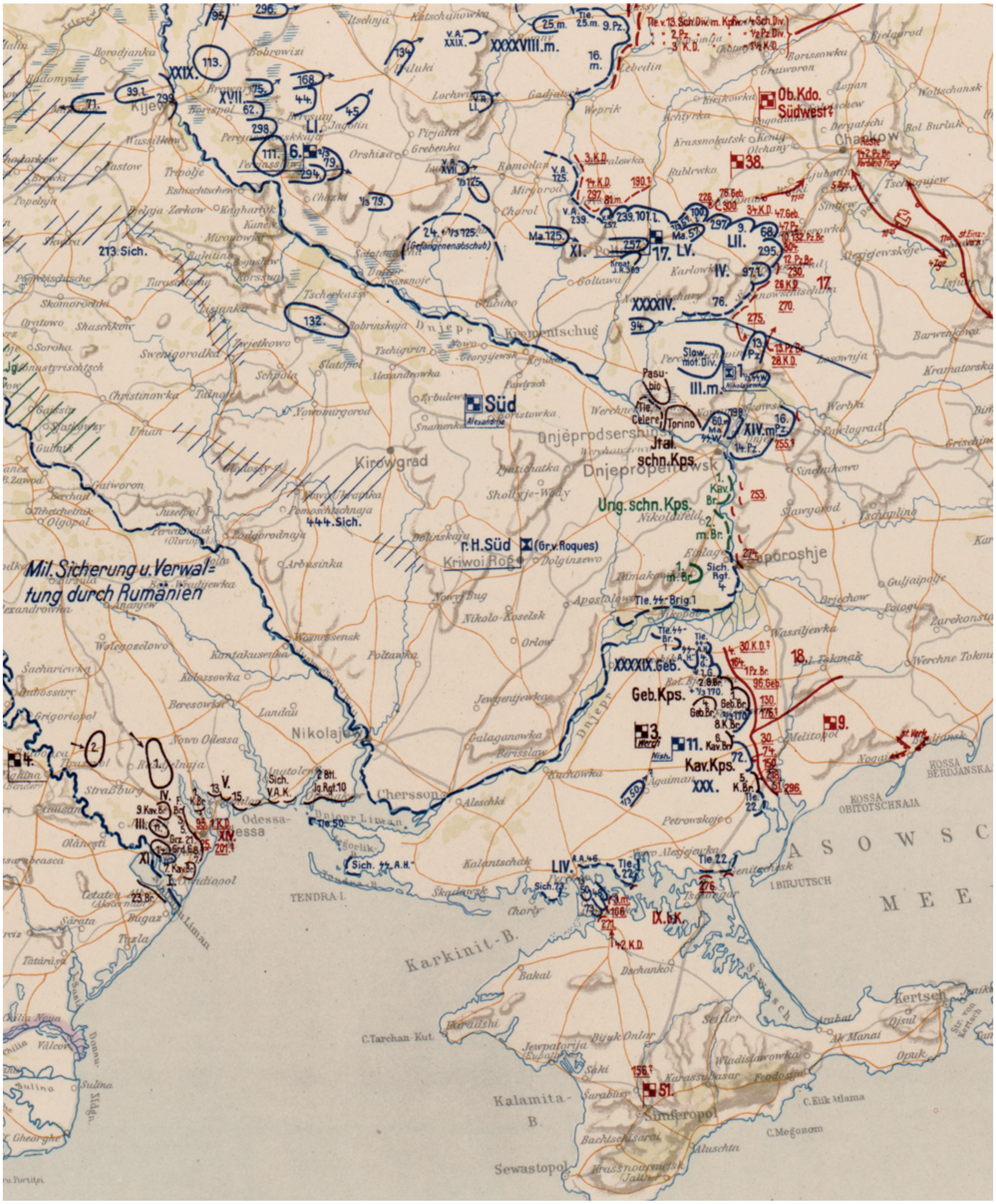
The 11. Armee began its assault on the 5-mile-wide (8-kilometre) Perekop Isthmus – the gateway to the Crimea – on 24 September. The LIV Armeekorps' 46. and 73. Infanterie Divisions made slow progress against successive Soviet fortified positions echeloned 10 miles (16 kilometres) deep and suffered heavily from crushing Soviet air superiority. Nonetheless, on 26 September, the Germans captured Perekop and breached the Tartar Ditch – an ancient fortification blocking the isthmus. At this point, Manstein had planned to commit the fresh XXXXIX Gebirgs-Korps to complete the breakthrough into the Crimea with the motorized SS Liebstandarte Brigade waiting close behind to make a swift dash towards Sevastopol.

Yet, at that very moment, a crisis emerged on the 11. Armee's eastern front, where the 9th and 18th Armies had brought the German advance to a halt on the line between Melitopol and Dnieper. Manstein had moved in Romanian units to take over most of this sector so that he could shift the XXXXIX Gebirgs-Korps to Perekop, but the Southern Front quickly exploited the opening. On 25–26 October, the 18th Army attacked and routed the Romanian 4th Mountain Brigade, captured most of its artillery, and opened a 10-mile (16-kilometre) gap just south of the Dnieper. This outcome was hardly surprising given that the Soviets attacked the Romanian unit – which had just two infantry regiments and a dozen weak antitank guns – with three infantry divisions and three tank brigades. Other attacks targeted the XXX Armeekorps sector. Manstein had no choice but to turn around the departing German mountain divisions and call off his attack at Perekop.

The siege of Odessa was also at a standstill as the Romanian 4th Army licked its wounds and awaited reinforcements.

ARMY GROUP SOUTH

30 SEPTEMBER



Kijew
XXIX.
XVII
LI.
XXXXVIII.m.
Ob.Kdo. Südwest?
Charkow
38.
17. LV.
XI.
LII.
IV.
XXXXIV.
III.m.
XIV.m.
Süd
Kirowgrad
Dnjeprodsershinsk
Dnjepropetrowsk
Jtal. schn.Kps.
Ung. schn. Kps.
r.H.Süd (Gr.v.Roques)
Kriwoi Rog
Saporoshje
Mil.Sicherung u. Verwaltung durch Rumänien
Nikolajew
Cherson
Odessa
XXXXIX.Geb.
Geb.Kps.
11.
Kav.Kps.
XXX.
LIV.
IX.s.K.
Melitopol
18.
9.
Karkinit-B.
Kalamita-B.
Simferopol
Sewastopol
Kertsch
A S O W S C
M E E
213.Sich.
444.Sich.
Tle. SS-Brig.1
Sich. SS A.H.
51.

Operation *Typhoon* commenced on 30 September when Guderian assailed Eremenko's Bryansk Front with his XXIV and XXXXVII Armeekorps (mot). Further south, the XXXXVIII Armeekorps (mot), recently transferred to

Panzergruppe 2 from Army Group South's Panzergruppe 1, was supposed to launch a secondary attack towards Kursk, but got nowhere due to wet ground and strong Soviet counterattacks. Guderian quickly called off this attack and began shifting the corps north to join in his main thrust.

Heavy rain and counterattacks also slowed Army Group South's advance north of the big bend in the Dnieper. Panzergruppe 1 had linked up with the Dnepropetrovsk bridgehead and was poised to strike southeast. However, the 17. Armee's advance on Kharkov was moving very slowly, and the 6. Armee was in no position to come up Stülpnagel's left because Reichenau's divisions were just starting to disentangle themselves from the Kiev encirclement.

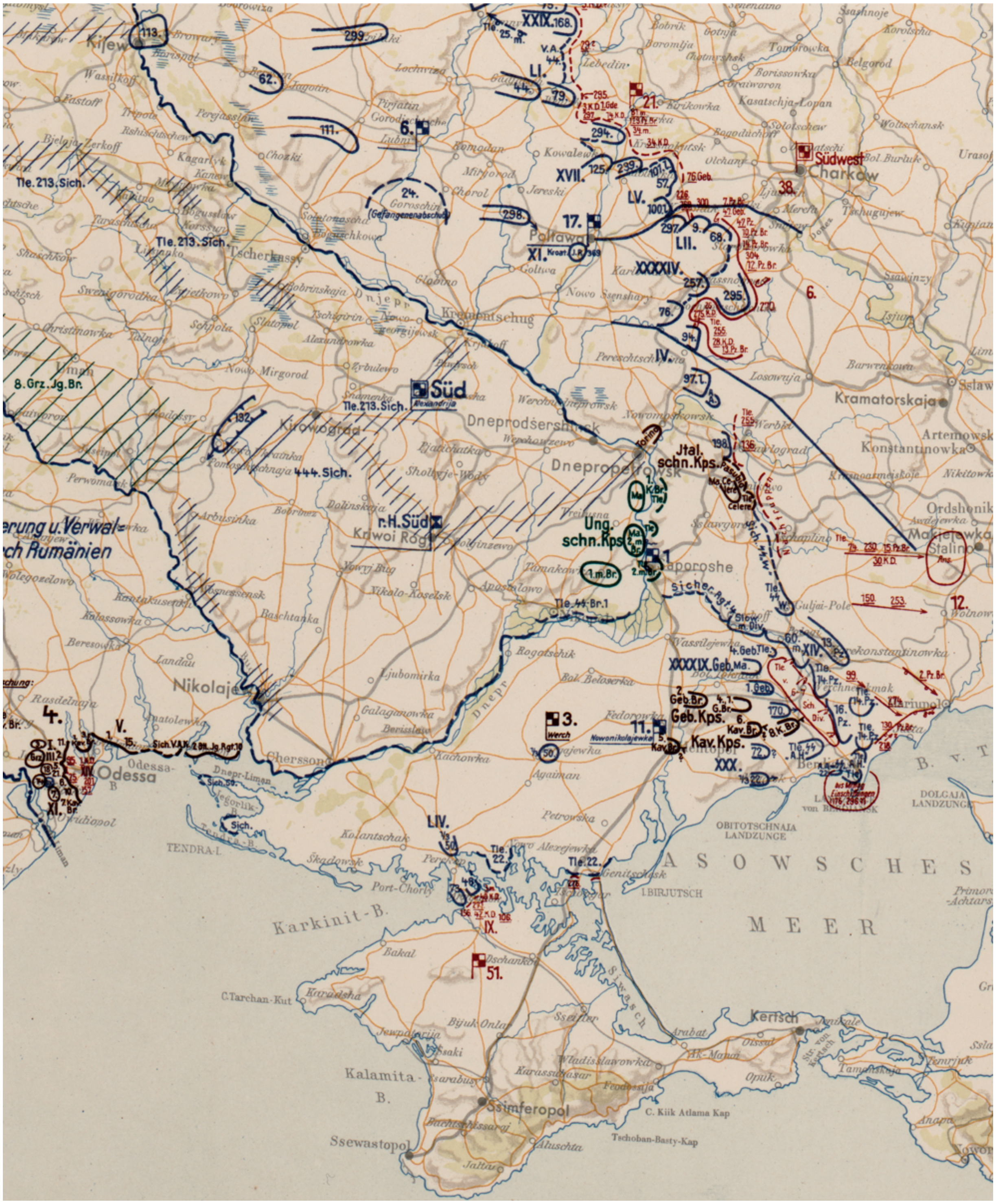
The 6. Armee was also set to lose another three divisions. The badly weakened 71. Infanterie Division was leaving for a period of rest and reorganization in Belgium, while the 99th Leichte Division was heading back to Germany where it would become the 7th Mountain Division. The 132. Infanterie Division had re-crossed the Dnieper at Cherkassy and was reorganizing in preparation for joining the siege of Odessa.

Soviet units exploiting the 18th Army's breakthrough penetrated 18 miles (30 kilometres) westward along the left bank of the Dnieper River. However, on 29 September, Liebstandarte and the XXXXIX Gebirgs-Korps struck the southern flank of the Soviet penetration and sealed it off. No sooner was that crisis resolved than another one arose in XXX Armeekorps' sector, where a weak Romanian cavalry brigade gave way. Liebstandarte had to race back south to seal the breach. While the battle was still underway, OKH informed Manstein that Liebstandarte would not be available when he resumed his attack into the Crimea, since it was now earmarked for the advance to Rostov.

Stavka was also reshuffling its forces. On 29 August, it decided that the situation in the Crimea was so tenuous that it would have to evacuate Odessa and ship its garrison back to Sevastopol. This came as a surprise to the Independent Coastal Army since there had been no prior discussion of an evacuation. The following day, Stavka abolished the Southwestern Strategic Direction and instructed the North Caucasus Front to organize the 56th Independent Army and send it to defend Rostov.

ARMY GROUP SOUTH

7 OCTOBER



While the 17. Armee was slowly grinding its way towards Kharkov against determined Soviet resistance, Panzergruppe 2 was moving away from it as Guderian's motorized formations made rapid progress to the northeast. Since most of the 6. Armee's divisions were still far to the west, the 17. Armee had to stretch its own overextended forces northward to narrow the gap. OKW believed that the divergent objectives, which were pulling most of Army Group Centre's strength to the northeast and most of Army Group South's to the southeast, might make it impossible to maintain contact between the two.

Nowhere was the divergence more pronounced than in the case of Panzergruppe 1, which wheeled sharply southward to fall upon the rear of the Southern Front while Manstein's 11. Armee attacked it frontally starting on 1 October. Stalin replaced the front commander, General Riabyshev, with Colonel General Iakov Timofeevich Cherevichenko on 5 October, but the situation was beyond recovery. The 18th Army's commander, Lieutenant General Andrei K. Smirnov, died in action the following day.

On 7 October, Kleist's 14. Panzer Division linked up with elements of Liebstandarte at Berdyansk, trapping over half a dozen divisions of the 9th and 18th Armies. Substantial Soviet forces escaped the encirclement – as shown by the welter of red arrows pointing east on the map. The 9th Army's remnants fell back towards Taganrog while the 18th Army's headed for Stalino.

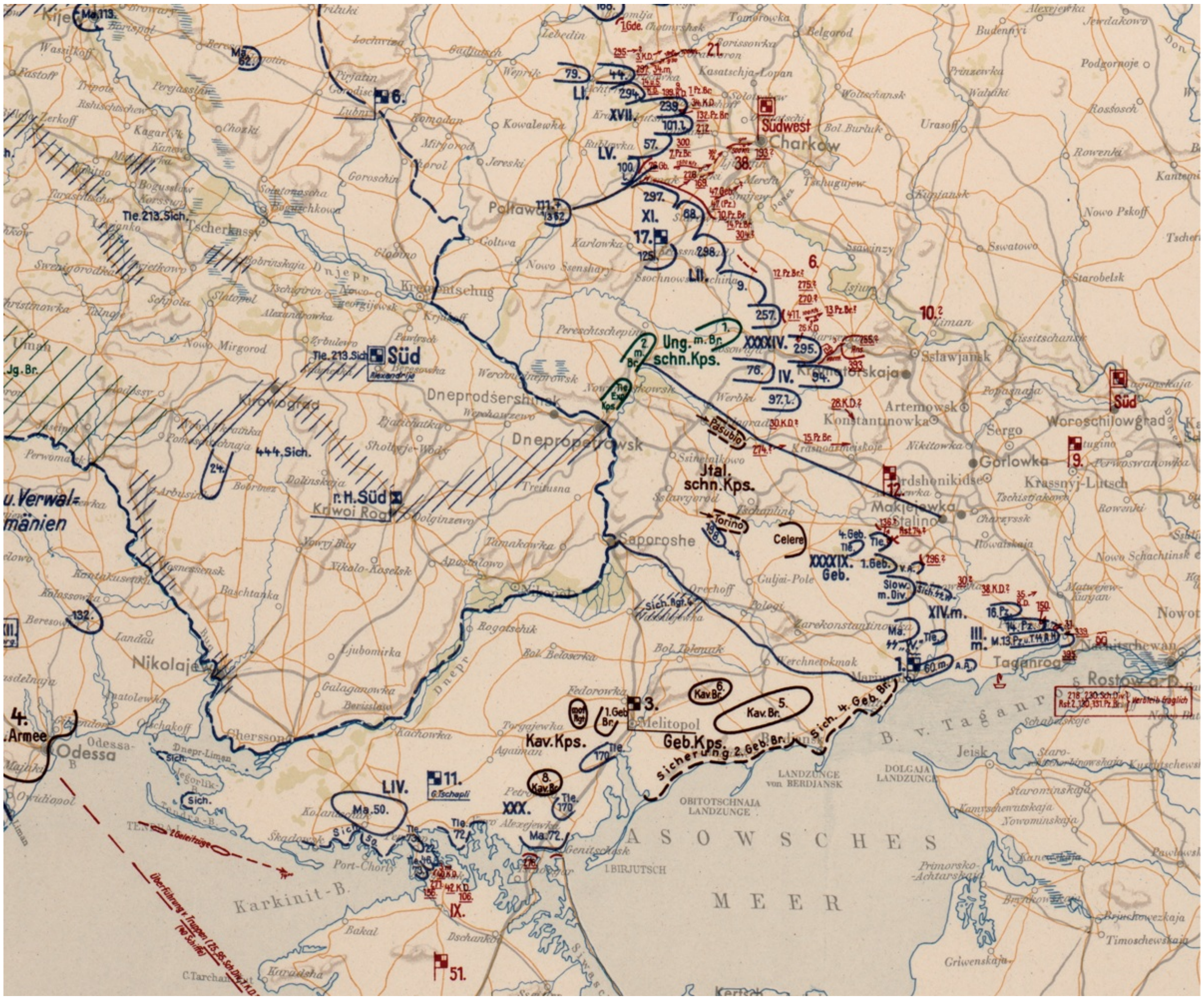
The siege of Odessa heated up again. The Soviet naval evacuation began on the night of 1 October. The following day, the 2nd Cavalry and 25th Rifle Divisions attacked in the west as a feint to distract Axis attention from the withdrawal. While Soviet losses were heavy, an armoured battalion with 35 tanks (mostly improvised Odessa tanks) penetrated between the weakened Romanian Guard and Frontier Divisions, and towed back some captured artillery pieces. However, the Romanians struck back on 4 October, when the Romanian 7th and 8th Divisions pierced the Soviet defences south of Tatarka and the 7th Cavalry Brigade exploited through the gap. A counterblow by the Soviet 2nd Cavalry Division halted the breakthrough, but the garrison's situation was becoming desperate, and the German 132. Infanterie Division was now on its way to reinforce the siege.

Army Group South's logistical situation, which was already poor when October began, deteriorated further in the first week of the month. As Panzergruppe 1 plunged towards the Sea of Azov, it completely outran its supply lines. Worse yet, on 6 October, the weather broke as the rainy season arrived in full force and cold weather began to appear. A succession of freezes and thaws would soon make the already abominable roads nearly impassable and cause vehicle breakdowns to skyrocket. As it was, only 48 per cent of the trucks with which Army Group South had started the campaign were still operational on 7 October.

At Hitler's direction, OKH upgraded the four panzer groups to panzer armies on 5 October, which finally resolved the doctrinal question of whether or not they should be subordinated to infantry armies. However, in 1942, the title would become a mere honorific as events caused Hitler to strip the 2. and 3. Panzerarmees of nearly all their armour.

ARMY GROUP SOUTH

16 OCTOBER



Südwest
Charkow
Poltawa
LI.
XVII.
LV.
XI.
17.
LII.
XXXXIV.
IV.
Ung. schn.Kps.
Süd
Dneprodserschinsk
Dnepropetrowsk
Jtal. schn.Kps.
Kriwoi Rog
r.H.Süd
Saporoshe
XXXXIX. Geb.
XIV.m.
III. m.
Taganrog
Rostow
Stalino
Makejewka
Gorlowka
Woroschilowgrad
Artemowsk
Slawjansk
Melitopol
Kav.Kps.
Geb.Kps.
Sicherung 2.Geb.Br.
LIV.
XXX.
11.
IX.
51.
Nikolajew
Chersson
Odessa
4. Armee
Karkinit-B.
ASOWSCHES MEER
Krementschug
Kirowograd
Tscherkassy
Kiew
6.
1.
9.
12.
Süd

The Battle of the Sea of Azov ended on 11 October with the capture of 65,000 Soviet prisoners, 125 tanks, and over 500 artillery pieces. After this victory, OKH passed the mission of taking Rostov to the 1. Panzerarmee, leaving the Crimea as the 11. Armee's sole objective. Manstein would have to accomplish this with the six divisions of the LIV and XXX Armeekorps, since Liebstandarte and the XXXXIX Gebirgs-Korps transferred to Kleist. Manstein vainly asked OKH for another German corps, but an appeal to Marshal

Antonescu proved more fruitful. The Romanian dictator agreed to give Manstein control of the Romanian Mountain Corps with the 1st Mountain and 8th Cavalry Brigades. The rest of the 3rd Romanian Army guarded the Sea of Azov's northern coast against Soviet amphibious attack.

Reassigned to General Eberhard von Mackensen's III Armeekorps (mot), Liebstandarte sent its reconnaissance battalion racing east on 11 October. It encountered no resistance until it reached the 9th Army's new defensive line on the Mius River. With Soviet troops strongly entrenched in Nikolayevka at the river's mouth, one SS battalion veered off and seized a bridgehead north of the town. Liebstandarte assaulted Nikolayevka on 14 October after the 13. and 14. Panzer Divisions arrived, and took it the following day as armour began crossing into the northern bridgehead.

Just as the 1. Panzerarmee overcame the last major natural obstacle in front of Rostov, supply traffic sputtered to a halt as alternating rain and freezes made the roads virtually impassable. On 17 October, Kleist's supply situation was 'catastrophic', and it only got worse over the coming days. On 20 October, the 1. Panzerarmee received absolutely no supplies whatsoever. Moreover, a large gap yawned between Kleist's left and the 17. Armee's right, and only the weak Italian CSIR was available to close it.

Up on Army Group South's northern wing, the 6. Armee's infantry divisions had come abreast of the 17. Armee and captured Sumy and Akhtyrka on 10 October. Yet, here too, abominable weather and disintegrating roads caused both armies' advances to slow to a crawl by mid-month. Hitler was determined to trap the 38th Army west of Kharkov and ordered the 17. Armee to send two divisions to close an encirclement by linking up with the 6. Armee about 36 miles (60 kilometres) nothwest of downtown Kharkov at Bogodukhov. Field Marshal Rundstedt objected because the 17. Armee was already being pulled in several different directions, and he believed that having its right wing help capture the Donbas should take priority. A strong Soviet armoured counterattack at Bogodukhov hit the 6. Armee's spearhead hard. With supply traffic at a standstill, the Luftwaffe had to fly antitank shells to the embattled XVII Armeekorps.

Nonetheless, an unwarranted optimism persisted in the German camp. Since Operation *Typhoon* had pocketed over 600,000 Soviet troops, Hitler and other senior leaders assumed that the Red Army would be incapable of building a new front west of Moscow. And, if Army Group Centre no longer faced organized resistance, the Soviet armies opposing Army Groups North and South would have to retreat if pressed. Thus, when aerial reconnaissance spotted Soviet transport columns moving east towards Kharkov, OKW concluded that the 38th Army must be falling back. Since an encirclement west of Kharkov would not be possible in that case, Halder wanted the 6. and 17. Armees to close pincers east of the city instead. The 17. Armee believed that Soviet forces in the Donbas were so weak that it could attack in that direction even if it had to form the southern pincer as well. However, Hitler remained stubbornly wedded to an encirclement west of Kharkov.

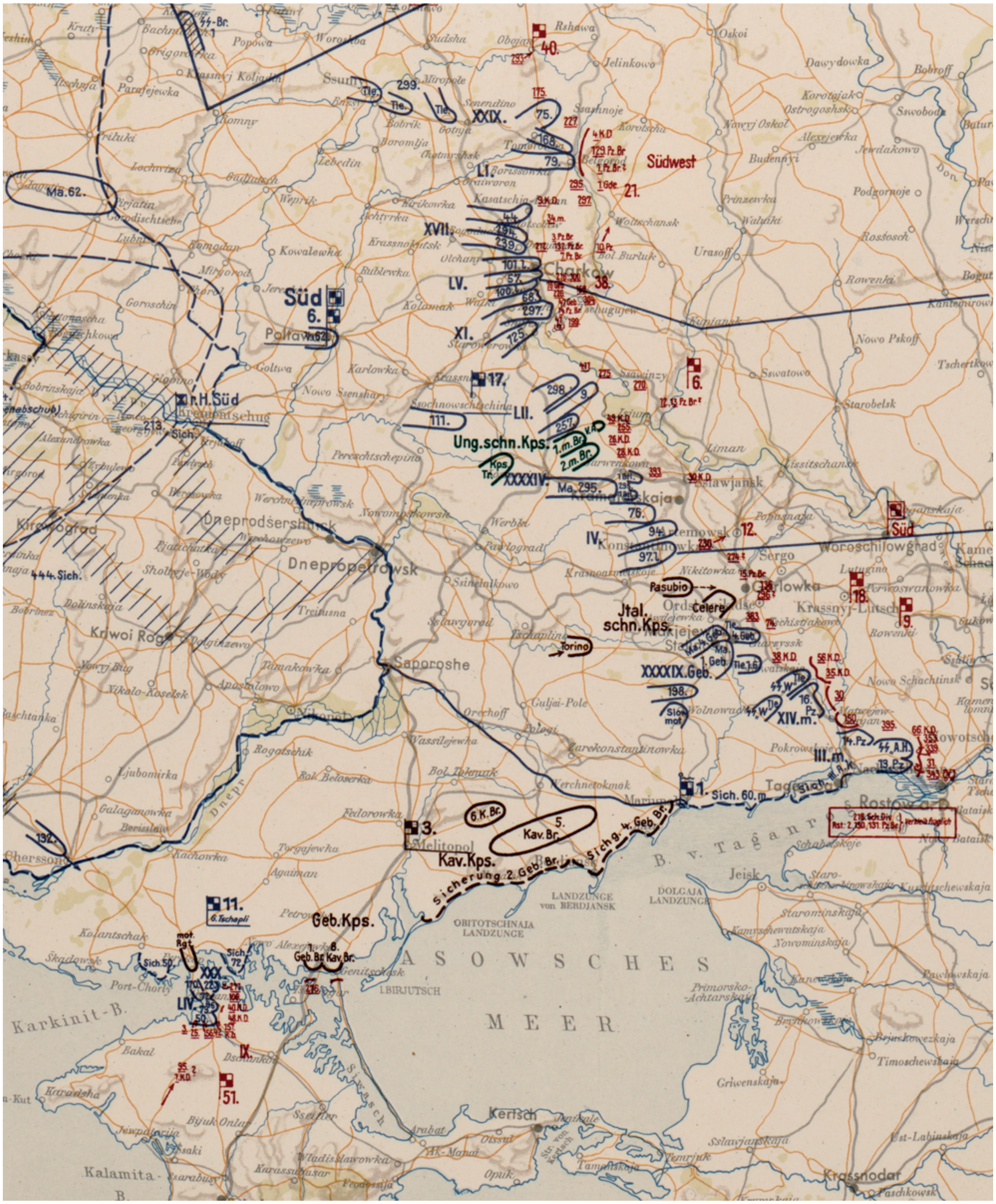
After consulting with Rundstedt, OKH issued a new directive on 16 October which required the 17. Armee's left wing to form an encirclement with the 6. Armee west of Kharkov even as its right wing linked up with the 1. Panzerarmee at Stalino – using the Italian CSIR to guard its northern flank. The directive assumed that the Soviets no longer intended to defend the Donbas, and Rundstedt ordered his armies to launch 'attacks everywhere' and pursue the defeated enemy 'as far as endurance permits'. OKH was so confident that it detached the 113. Infanterie Division from Army Group South and sent it marching west to join German garrison troops in the Balkans.

The surreptitious Soviet naval evacuation of Odessa continued as the Romanian 4th Army remained on the attack and the German 132. Infanterie Division marched south to reinforce it. The Romanian 10th Infantry Division penetrated Tatarka's defences, and, on 13 October, the fresh Romanian 2nd Infantry Division advanced nearly 6 miles (10 kilometres). These gains effectively outflanked Dalnik from the north and south, prompting the Independent Coastal Army to accelerate the final phase of the evacuation. Instead of leaving over the course of several nights, the final 35,000 troops all sailed off on the night of 15–16 October.

In total, the Black Sea Fleet lifted out 121,000 troops, 20,000 tonnes of ammunition, 400 artillery pieces, and over a thousand trucks. These forces greatly strengthened the Crimea's defences, where the Germans now faced eight rifle and four cavalry divisions. At Manstein's request, OKH ordered the

German units that had fought at Odessa, and the 24. and 132. Infanterie Divisions, to reinforce the 11. Armee.

ARMY GROUP SOUTH
24 OCTOBER



German confidence that the Soviets would retreat was not entirely misplaced. With all its reserves sucked into the battle for Moscow, on 17 October, Stavka authorized the Southern Front and the resurrected Southwestern Front to fall back to the Oskol, Donets, and lower Don rivers. However, Cherevichenko and Timoshenko decided not to evacuate the Donbas unless forced to, although German troops noticed a lessening in Soviet resistance elsewhere. Even the Oskol–Donets–Don line was still far west of the objectives set by OKH, which wanted Rundstedt to reach the Don along its entire length up to Voronezh and take Stalingrad. Halder desired bridgeheads over the river as bases for future operations, and Hitler still aimed to reach at least the nearest Caucasian oilfields at Maikop.

Taganrog fell to the Liebstandarte Brigade on 17 October, and two days later the XXXXIX Gebirgs-Korps found that Soviet troops had evacuated Stalino. Determined to strike while the iron was hot, Kleist ordered the III Armeekorps (mot) to attack towards Rostov on 20 October. The 13. Panzer Division and Liebstandarte were to occupy the city and seize the Don bridges by surprise as the 14. Panzer Division covered their left flank.

Yet, the logistical situation remained strained even though the Luftwaffe flew in some supplies and horse-drawn transport columns improvised from peasant panje wagons were working surprisingly well. Since Kleist could not spare fuel for any other units, the III Armeekorps (mot) had to attack on its own, although its supply stocks dwindled to a critically low level. On 23 October, the corps' staff informed all its units down to the company level that they would have to be 'self-reliant' for fuel, ammunition, and food for periods of several days at a time. It advised strict rationing and using prisoners to retrieve bogged-down supply trucks.

Soviet counterattacks on 23 October brought Mackensen's advance to a halt and forced his corps on the defensive. The 9th Army's commander, General Cherevichenko, was trying to buy time for Lieutenant General Fedor Nikitovich Remizov to finish assembling the 56th Army's six rifle and six cavalry divisions in the north Caucasus and move them up to Rostov.

The 6. Armee continued to advance, using Soviet-gauge railroad lines and captured rolling stock to move up supplies. Although Hitler's policy announced after the F-10 bomb attacks in Kiev theoretically prohibited the army from entering Kharkov, Reichenau began assaulting it on 20 October. He had no choice since the 6. Armee needed shelter for its troops and access to railroads essential for subsequent operations.

On 23 October, Reichenau warned Rundstedt that his army could not press on to the Don at that time. The roads would not freeze solid until December, and he only had sufficient trucks and horses left to support operations within 30 miles (48 kilometres) of a railroad. Thus, no major eastern advance could occur until the Kharkov–Belgorod rail line was converted to standard gauge.

That same day, Rundstedt informed OKH that Army Group South would have to pause for at least three weeks after reaching the line of the Donets and the lower Don – though existing rail connections would allow the 6. Armee to push on to Kharkov and Belgorod, and the 17. Armee would try to capture a bridgehead across the Donets at Izyum. The motorized corps could not advance beyond Donets–lower Don until supplies were stockpiled along the railroads.

Meanwhile, the 11. Armee was trying to break into the Crimea. Having captured Perekop at the end of September, it now had to overcome a second fortified position at Ishun, where lakes channelled the Germans into three narrow corridors. The LIV Armeekorps attacked on 18 October and smashed through the westernmost corridor the following day. Since Manstein had no mobile formation available to exploit the penetration, he asked for the 60. Infanterie Division (mot), which was guarding the Sea of Azov coast. However, Hitler refused the request since he wanted the division to join in the upcoming thrust to Rostov and on into the Caucasus.

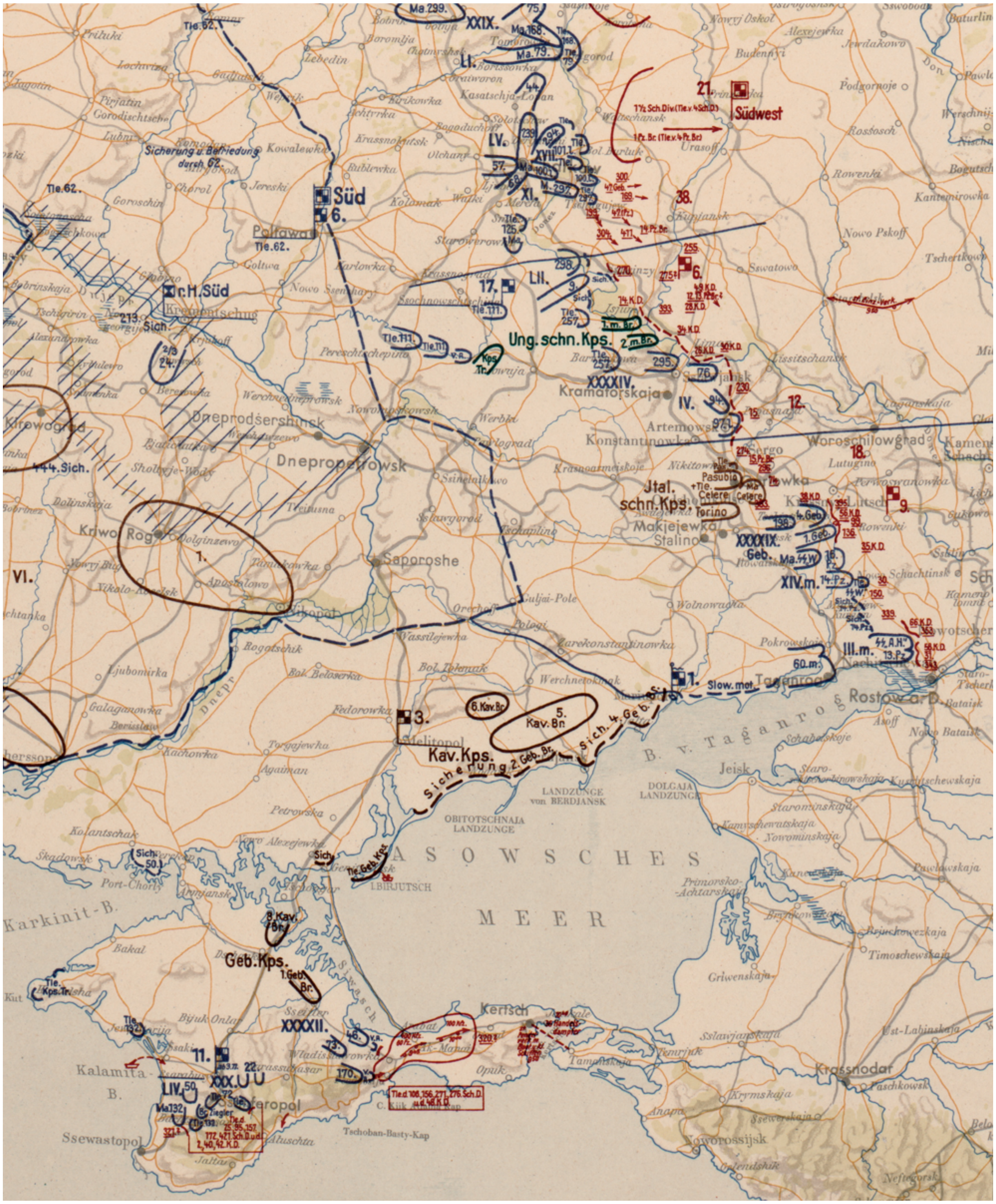
The 51st Army continued to offer fierce resistance, benefitting from Soviet air superiority that allowed the Red Air Force to take a heavy toll of Manstein's troops in the flat, treeless terrain. However, the army's commander, General Fyodor I. Kuznetsov, had blindly adhered to prewar plans designed to defend the Crimea against amphibious assault, and failed to concentrate his forces at Ishun. On 22 October, Stavka replaced Kuznetsov – who had already been stripped of command of the Northwestern Front back in July – with General Pavel I. Batov, and placed Vice Admiral Gordey I. Levchenko in overall command of the Crimea.

Both sides were feeding reinforcements into the battle for the Crimea. Although Manstein did not get the 60. Infanterie Division (mot), the 132. Infanterie Division was about to cross the lower Dnieper at Kherson, and, on 24 October, three fighter and two Stuka groups arrived to contest air superiority over the Crimea. The Luftwaffe also sent another Stuka group and two fighter groups to reinforce the attack on Rostov. On the Soviet side, troops of the Independent Coastal Army were arriving by sea from Odessa.

The 24. Infanterie Division was spread across a vast region straddling the Dnieper between Kanev and Kremenchug, gathering and guarding Soviet prisoners of war. Thousands were shot or died of exhaustion on marches to hopelessly overcrowded POW camps, where most died of starvation. Army Group South's Rear Area Commander, General von Roques, was later sentenced to 20 years' imprisonment for these war crimes.

ARMY GROUP SOUTH

2 NOVEMBER


Süd
6.
Südwest
17.
Ung. schn. Kps.
XXXXIV.
Kramatorskaja
Dnepropetrowsk
Saporoshe
Kriwoi Rog
Dneprodsershinsk
Kirowograd
Woroschilowgrad
Jtal. schn. Kps.
Makjejewka
Stalino
XXXXIX. Geb.
XIV. m.
III. m.
Rostow a. D.
Taganrog
Melitopol
Kav. Kps.
ASOWSCHES MEER
Geb. Kps.
XXXXII.
11.
XXX.
LIV.
Ssewastopol
Simferopol
Kertsch
Krassnodar
Noworossijsk

Kharkov fell on 25 October after a five-day battle, and the 6. Armee took Belgorod that same day.

Halder objected to Rundstedt's operational pause order of 22 October. He feared that it might discourage mid-level headquarters and troops from straining every nerve to achieve Army Group South's strategic objectives. He thought that even Stalingrad might still be within reach if there was a snow-free period after the ground froze solid. Rundstedt would not budge and insisted that a four-week pause to stockpile supplies was unavoidable. Army Group South had received just 195 of 724 supply trains scheduled to arrive in October – and 112 of these were left over from September!

Kleist shared Rundstedt's concerns. On 28 October, he cabled OKH that it would be irresponsible to resume the attack on Rostov without adequate supplies. His mobile divisions' strength was eroding away at an alarming rate, and, after travelling 6,000–7,200 miles (9,600–11,600 kilometres) since the campaign began, their vehicles were barely functional. OKH was sympathetic but insisted that the 1. Panzerarmee must reach the lower Don even if it didn't take Rostov and observed that Maikop–Stalingrad–Voronezh remained the 'ideal final objective'.

On 31 October, Army Group South's chief of staff, General Georg von Sodenstern, met with his counterparts from the 6., 17., and 1. Panzerarmees. The attendees at this conference concluded that the army group did not have sufficient forces to guard its flanks if it advanced into a vast salient in the big bend of the Don. The supply situation would limit any deep advance to 'pursuit detachments' consisting primarily of infantry and peasant carts. Yet, OKH no longer expected the badly weakened enemy to counterattack. 'He will try only to withdraw and reorganize his forces undisturbed.' In fact, Stavka had no intention of retreating beyond the Oskol–Donets–lower Don line and was determined to hold Rostov at all costs.

The 11. Armee remained on the offensive in the Crimea, but the battle of Ishun had devolved into a bitter, attritional slugging match. The 51st Army stubbornly defended every inch of ground and inflicted heavy losses on the attacking German divisions. In his memoir *Lost Victories*, Manstein wrote:

> I was alarmed by the way fighting power deteriorated. The divisions carrying out this tough assignment had already made heavy sacrifices at Perekop or in the Azov battle, and the time came when one wondered whether the struggle for the narrow corridors could possibly succeed … By 25th October the troops seemed too exhausted to go on with the attack. Twice already the

> commander of one particularly good division had reported that the regiments under his command were at the end of his strength.

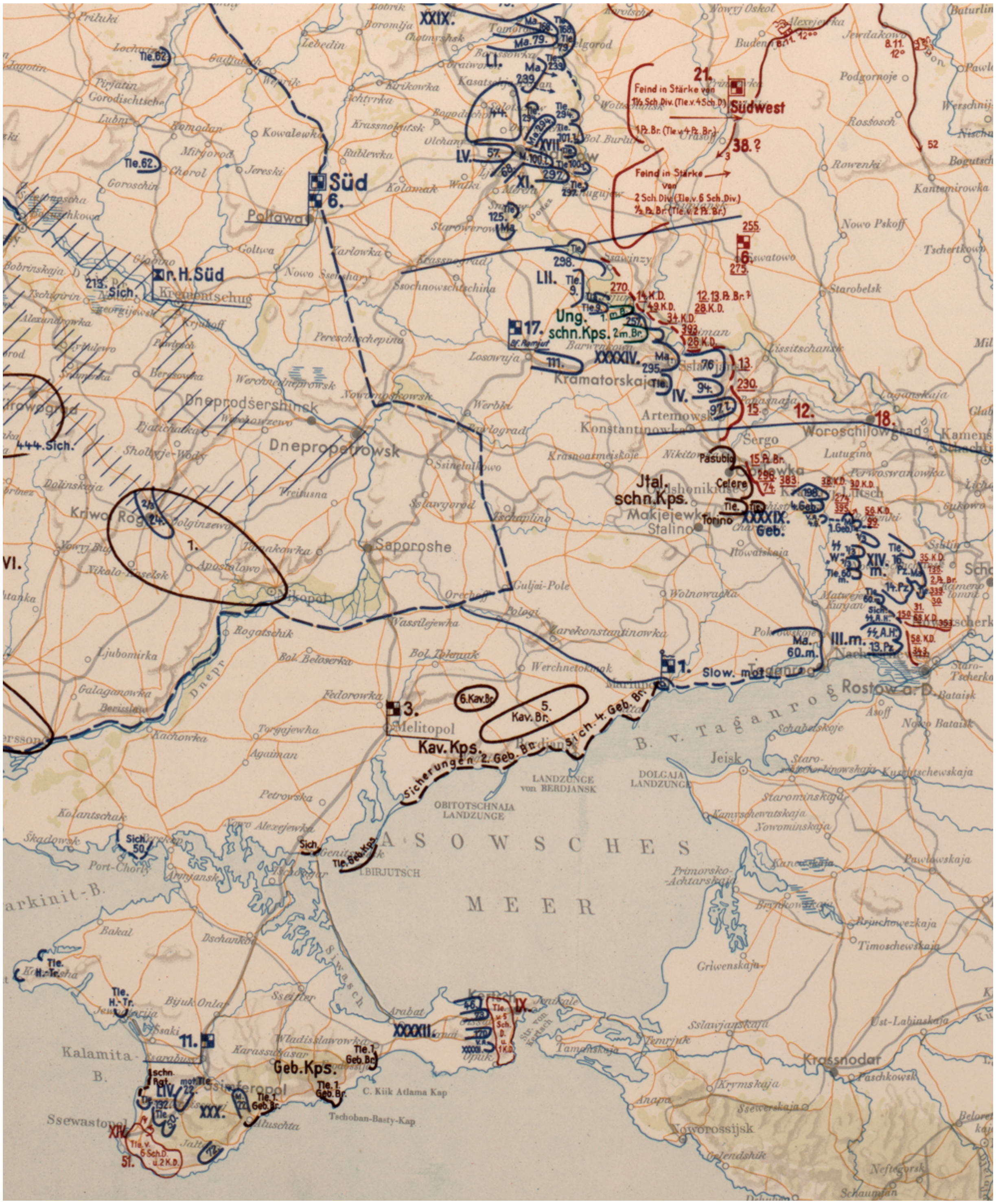
Convinced that the 51st Army must also be about to crack, Manstein decided to press on with the attack. His persistence was awarded when the Soviet defences at Ishun collapsed on 28 October after ten days of fierce combat. Since the 11. Armee still had no motorized formation available to exploit the breakthrough, its infantry divisions formed forward detachments with whatever motorized elements they possessed and pursued the retreating enemy. The XXX and LIV Armeekorps headed south for Sevastopol, while the XXXXII Armeekorps turned east to clear the Kerch Peninsula and open the back door to the Caucasus.

By 30 October, elements of the 132. Infanterie Division were close enough to Sevastopol to come under fire from the 12-inch guns of the coastal defence fort known to the Germans as Maxim Gorky I. However, the Soviet 8th Marine Brigade brought the German division's advance to a dead stop on 2 November. Manstein's bid to capture Sevastopol by *coup de main* failed – and probably would have even if Liebstandarte or the 60. Infanterie Division (mot) had been available. Sevastopol's garrison was simply too strong, since 32,000 troops of the Independent Coastal Army had arrived by sea before the end of October. In early November, its defenders numbered 52,000, including militia, naval, and marine brigades of the Black Sea Fleet, and survivors of the 51st Army.

The fall of Odessa had marked the end of the Romanian 4th Army's 1941 campaign in the Soviet Union. About 340,000 Romanian troops participated in the siege at one time or another, and about a quarter of them had become casualties – including no less than 4,599 officers. Losses on this scale, which were concentrated in front-line combat units, gutted the 4th Army. One of its corps with the the 1st, 2nd, and 18th Infantry Divisions moved across the Southern Bug River for occupation duty around Krivoi Rog, Nikopol, Kirovograd, and Nikolaev. The army's other dozen divisions were in no shape for continued operations and returned to their home depots in Romania to rebuild. Five of them would not see combat again until 1944.

ARMY GROUP SOUTH

9 NOVEMBER



Due to bad weather, inadequate supplies, and incrementally debilitating casualties, most of Army Group South remained at a near standstill in early November. A few of the 6. Armee's divisions had crossed the Donets River east of the Kharkov, but its left flank was 'in the air' where a 100-mile (160-kilometre) gap loomed between the XXIX Armeekorps at Belgorod and the nearest units of Army Group Centre at Kursk. 17. Armee's advance had petered out roughly along the line of the Donets. The Hungarian Mobile Corps was moving into the centre of the army's sector in order to release German divisions. They were needed to prepare attacks into the Donbas industrial region, which, contrary to expectations, the Southwestern Front seemed determined to hold.

After having paused about a week to reorganize its units and stockpile supplies, on 5 November the 1. Panzerarmee resumed its attack towards Rostov – this time with both the III and XIV Armeekorps (mot). Just two days later, heavy rainfall paralyzed all movement in the area and Kleist postponed his offensive, awaiting better road conditions.

Timoshenko and Cherevichenko were also planning an offensive in the Donbas. They intended it to start on 17 November after the resurrected 37th Army – previously destroyed in the Kiev pocket – finished assembling around Millerovo northeast of the Donets. Commanded by General Anton I. Lopatin, it would launch the main assault against the 1. Panzerarmee's rear while the 9th, 18th, and 56th Armies made supporting attacks. The Soviet counteroffensive would involve 22 rifle and nine cavalry divisions, but relatively few tanks.

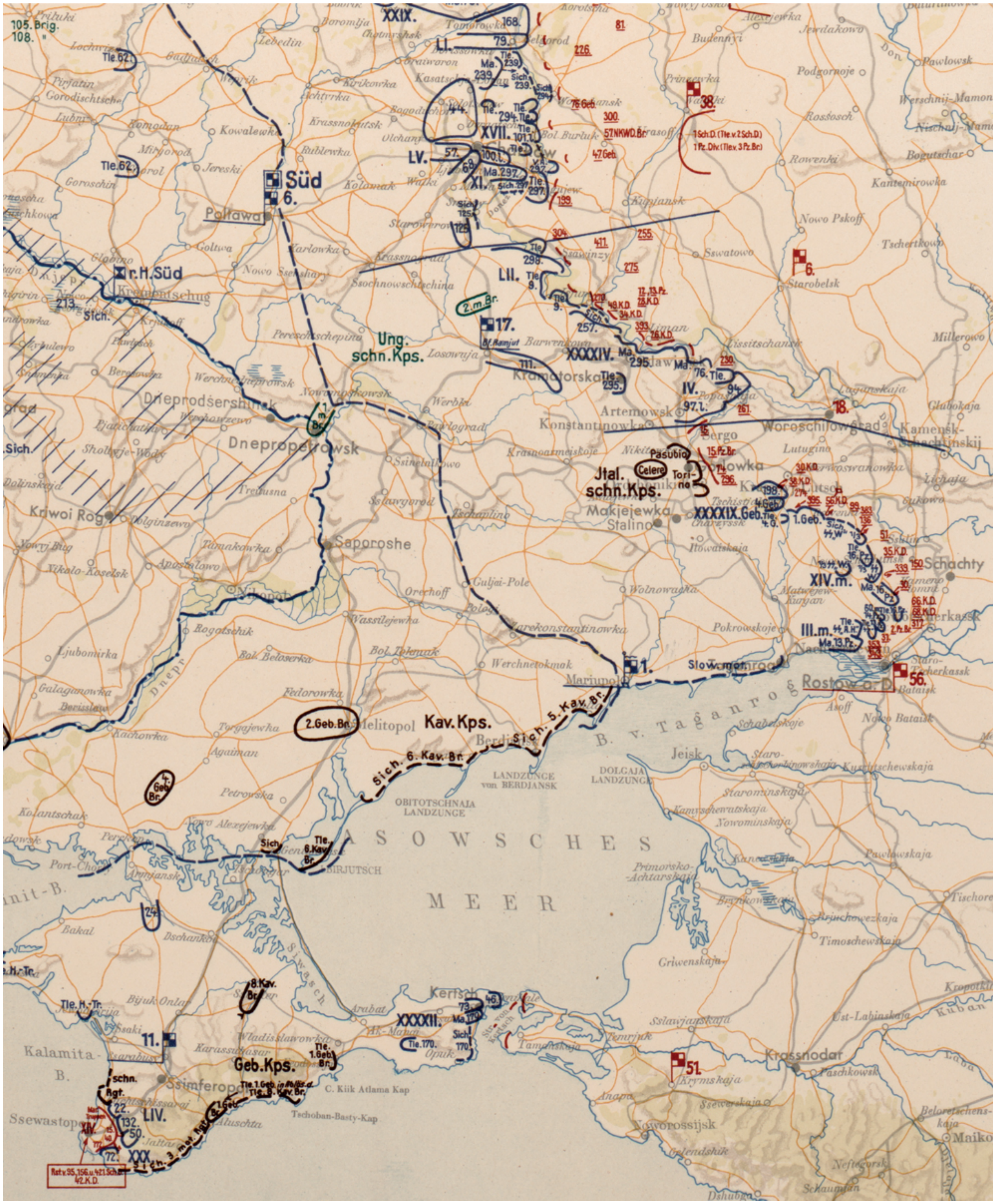
When Operation *Barbarossa* began, the Red Army's chief tank factories were at Leningrad, Gorki, Kharkov, and Stalingrad – and tank training schools and facilities tended to be located in the same areas. By November 1941, Army Group North's advance had cut off the tank factories in Leningrad, which now mostly repaired tanks since raw materials for new production was scarce. Some of their equipment and personnel were evacuated to Chelyabinsk beyond the Urals prior to the siege but were just starting up production there. The Gorki Tank Factory's output chiefly went to units defending Moscow, while the Southern and Southwestern Fronts got most of their tanks from Kharkov. However, the 6. Armee eliminated that source when it took the city. In the process, the Germans overran three tank brigades which were in formation near Kharkov and forced six others to evacuate to Gorki to finish assembling and training there.

11. Armee's advance in the Crimea continued. The XXXXII Armeekorps took the port of Feodosiya on 3 November, then continued east in the Kerch Peninsula. By 9 November, its 46., 73., and 170. Infanterie Divisions were closing in on five Soviet rifle divisions and one cavalry division which were trying to escape across the narrow Straits of Kerch into the Kuban region of the Caucasus.

XXX Armeekorps cleared the rugged Yalta Mountains and sent the 72. Infanterie Division to hem in Sevastopol from the southeast. Although its attempt to seize the fortress by *coup de main* had failed, the LIV Armeekorps gamely continued attacking Sevastopol until 8 November, when casualties, exhaustion, and supply depletion forced Manstein to call a halt. He hoped to redeploy his forces and stockpile sufficient supplies to launch a set-piece assault on 27 or 28 November. By then fresh reinforcements would have arrived in the form of the 24. Infanterie Division, which was marching south in two widely separated columns.

ARMY GROUP SOUTH

18 NOVEMBER


Süd
6.
Poltawa
H.Süd
Krementschug
Ung. schn.Kps.
Dnjeprodserschinsk
Dnepropetrowsk
Kriwoi Rog
Saporoshe
17.
XXXIV.
Kramatorskaja
Artemowsk
IV.
Jtal. schn.Kps.
Pasubio
Celere
Torino
Makjejewka
Stalino
XXXXIX.Geb.
1.Geb.
XIV.m.
III.m.
Schachty
Woroschilowgrad
Rostow
56.
18.
38.
1.
Mariupol
Kav.Kps.
Melitopol
2.Geb.Br.
Sich. 5. Kav. Br.
Sich. 6. Kav. Br.
B. v. Taganrog
ASOWSCHES MEER
LANDZUNGE von BERDJANSK
DOLGAJA LANDZUNGE
OBITOTSCHNAJA LANDZUNGE
XXXXII.
Kertsch
11.
Geb.Kps.
Simferopol
LIV.
XXX.
Ssewastopol
Kalamita-B.
Krassnodar
51.
Noworossijsk
XVII.
XI.
LV.
LI.
XXIX.
LII.
Dnepr

The depleted Hungarian Mobile Corps withdrew from the front on 11 November and began the long march home. That same day, the 1. Panzerarmee resumed its interrupted offensive after a week's delay. However, the rains returned on 12 November and again forced Kleist to halt his advance. He decided to wait until 17 November, expecting that the ground would be frozen hard by then. Sure enough, the first bitterly cold snap arrived on 13 November, and, by 17 November, the rains had ceased for good as the temperature dipped as low as -22 degrees Celsius (-7.6 degrees Fahrenheit).

Although the frozen roads became passable again, Army Group South's logistical situation went from bad to worse. Ice on the Dnieper impeded ferry traffic across the river, and the struggling German rail system nearly collapsed. Soviet locomotives' water pipes ran through the boiler to keep them from freezing, but those in German locomotives were exposed to the elements. The pipes froze solid and cracked, rendering the locomotives useless without major repair.

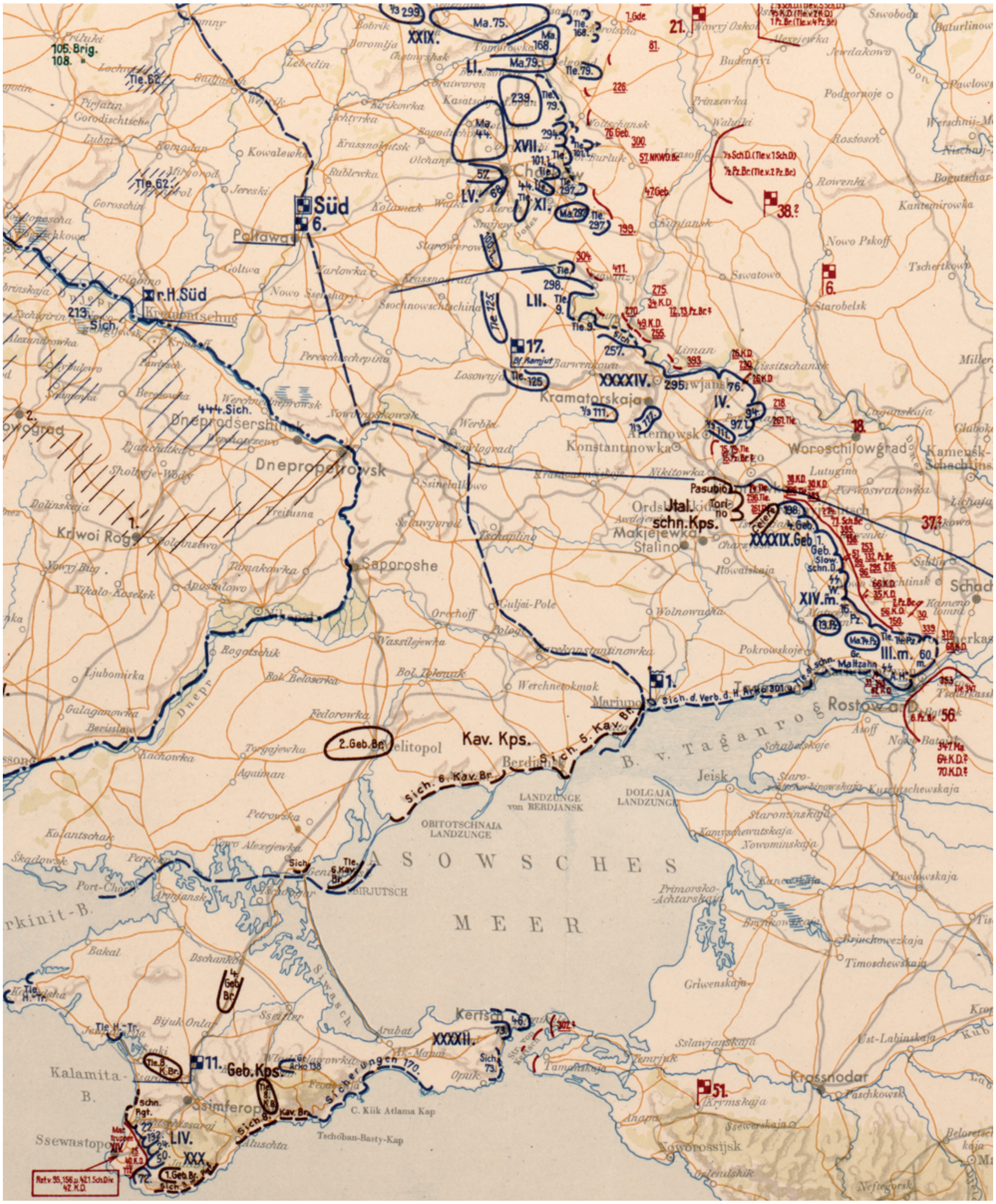
The 11. Armee finished clearing all of the Crimea – except Sevastopol – when the XXXXII Armeekorps took Kerch on 16 November. Manstein claimed to have destroyed the better part of a dozen infantry divisions and four cavalry divisions, and captured over 100,000 prisoners, 700 artillery pieces, and 160 tanks. However, if he could not capture Sevastopol before the weather – which was milder in the Crimea than anywhere else on the Eastern Front – turned for good, the 11. Armee would find itself tied down in the peninsula at least until the spring of 1942.

As planned, both sides attacked on 17 November although the weather was too poor to allow air support – and would remain so for another three days. Despite fierce counterblows by the 9th Army, Mackensen made good progress towards Rostov. The 18th Army's attack accomplished nothing, and although the 37th Army gained ground, it faced stiffening resistance from the XIV Armeekorps (mot). For the moment, the battle for Rostov still hung in the balance.

It took weeks for the Romanians to repair Odessa's port facilities, which the Soviets had demolished during their withdrawal, and clear mines and obstacles on the approaches to it. They began running supply convoys of a few small shallow-draft merchant ships into Odessa in the second week of November, but things did not go well. On 9 November, a convoy lost one of two river steamers and two of three escorting motor torpedo boats to mines. Sailings ceased while the Romanian Navy turned its attention back to mine clearance.

ARMY GROUP SOUTH

25 NOVEMBER



Apart from the 1. Panzerarmee's assault on Rostov and the 6. Armee's snail's pace advance across the Donets and efforts to close the gap on its left wing, Army Group South's front was at a standstill in the second half of November.

Unbeknownst to the Germans, the Soviets were moving additional reinforcements in front of Rundstedt's armies at a time when his own reserves were totally exhausted.

Timoshenko's offensive in the Donbas was slowly gaining ground but did not prevent the III Armeekorps (mot) from making one last lunge into Rostov. Knowing that Soviet troops were strongly fortified on the direct route to his objective, Mackensen thrust east to the lower Don north of Rostov, then wheeled right to approach the city from behind. His troops entered Rostov's suburbs on 19 November and took the city from the outflanked 56th Army the following day. A company of Liebstandarte even seized a railroad bridge intact and established a small bridgehead on the southern bank of the Don River.

This success caused optimism to bloom once again in the highest echelons of Germany's leadership. An Army Group South directive of 21 November called for advances to seize the oilfields at Maikop and block the Volga at Stalingrad! Since the 11. Armee would not be able to mount an amphibious assault across the Kerch Straits anytime soon, OKW proposed to transfer a corps from Manstein to join the march into the Caucasus from the north.

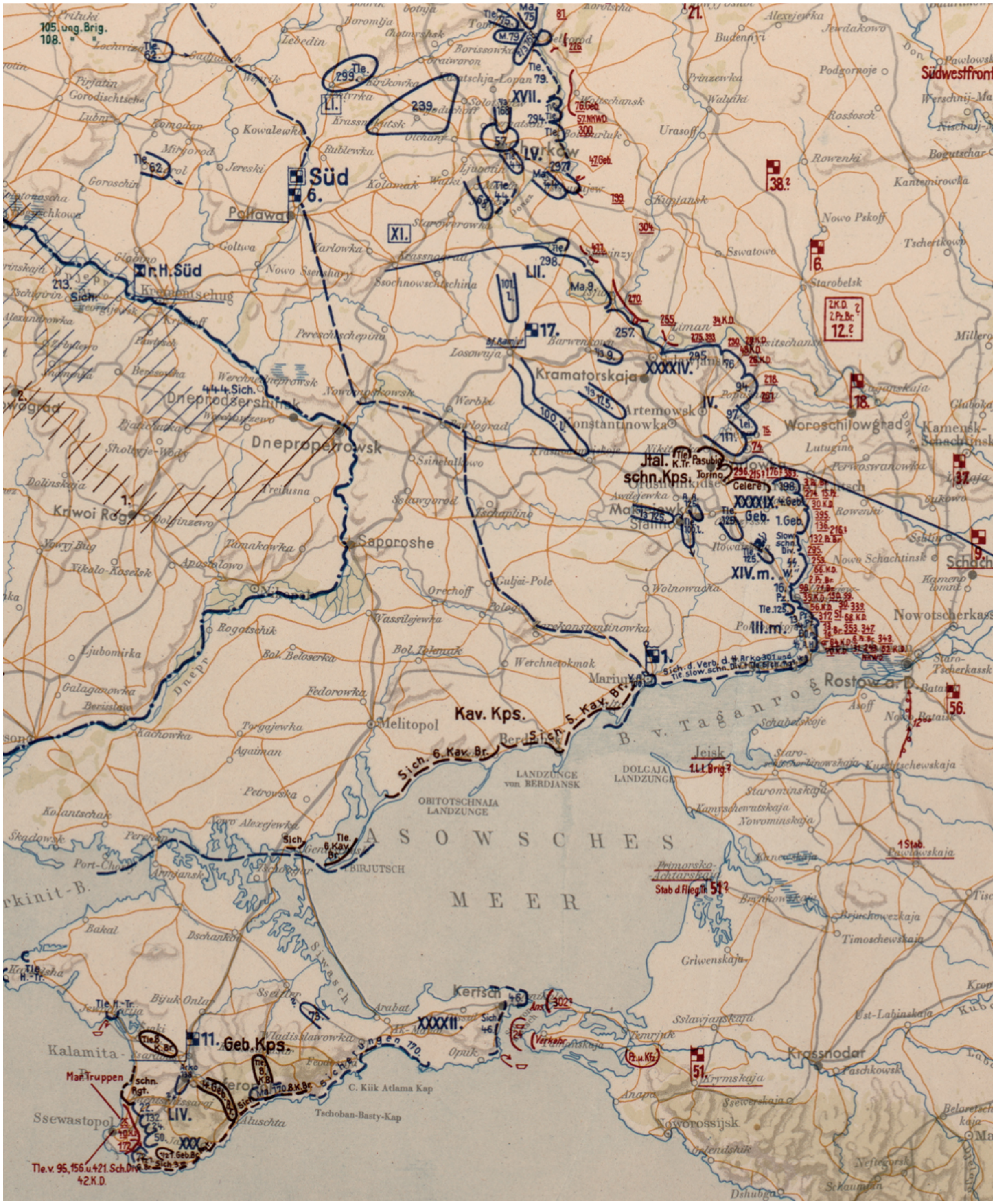
These extravagant plans were quickly overtaken by events. The III Armeekorps (mot) might have taken Rostov, but, in the process, it had stuck its head in a vice. The 37th Army was battering away at its long northern flank, while the 9th Army counterattacked from the east and the 56th Army from the south. Mackensen had to shift the 13. and 14. Panzer Divisions northwest to deal with the greatest threat – the 37th Army – leaving only Liebstandarte and elements of the 60. Infanterie Division (mot) to hold the city.

Liebstandarte had to abandon its isolated bridgehead across the Don on 21 November, and another one captured later in the day was soon evacuated as well under heavy enemy pressure. Liebstandarte's three weak motorized infantry battalions had to defend 5 miles (8 kilometres) of the city's riverfront. The 1,000-metre-wide Don offered an excellent field of fire, but, since it was frozen solid, it presented no obstacle to troops of the much stronger 56th Army. By 22 November, Kleist was already thinking that it might become necessary to abandon Rostov and fall back to the Mius River.

Trouble was also brewing for the Germans further north, where the 18th Army was advancing into the gap between the 17. Armee and 1. Panzerarmee. The Italian CSIR was trying to seal off the gap on Kleist's side of the inter-army boundary, but only a single regiment of the 111. Infanterie Division was available on the 17. Armee's side. The rest of the division was still a couple days' march away on 25 November.

ARMY GROUP SOUTH

6 DECEMBER


Süd
6.
Poltawa
H.Süd
Krementschug
Dnjeprodsershinsk
Dnjepropetrowsk
Kriwoi Rog
Saporoshe
XI.
LII.
17.
XVII.
LV.
LI.
Kramatorskaja
XXXXIV.
IV.
Artemowsk
Konstantinowka
Woroschilowgrad
Ital. schn. Kps.
XXXXIX.
Stalino
XIV.m.
III.m.
1.
Mariupol
Rostow a. D.
Nowotscherkassk
56.
Kav. Kps.
Melitopol
Berdjansk
B. v. Taganrog
Jeisk
ASOWSCHES MEER
Südwestfront
38.
6.
12.
18.
37.
9.
21.
11. Geb. Kps.
XXXXII.
LIV.
XXX.
Kertsch
Ssewastopol
Kalamita-B.
Krassnodar
Noworossijsk
Anapa
51.
Dnjepr

By 28 November, 21 Soviet divisions were hammering away at the 1. Panzerarmee, and most were concentrated against the III Armeekorps (mot). The situation at Rostov became desperate that day as the 56th Army crossed the Don and captured a bridgehead inside the city. On 29 November, two DNO militia battalions captured the cement factory. These two penetrations forced the Germans to fight the Soviets at close quarters, house-to-house, without the benefit of open fields of fire. Since Liebstandarte did not have sufficient strength left to fight that kind of battle and no reserves were available, Kleist ordered Mackensen to evacuate Rostov immediately.

This was the first German strategic retreat that had occurred since World War II broke out in September 1939, and Hitler was incensed. On 30 November, he became even more agitated after learning that Kleist planned to fall back all the way to the Mius River, 45 miles (72 kilometres) west of Rostov. Hitler tried to browbeat Rundstedt into halting the retreat well east of the Mius, but the field marshal refused to bend and offered his resignation.

Hitler accepted it on the morning of 1 December and installed Reichenau as Army Group South's new commander. However, he too resisted cutting the retreat short, and the III Armeekorps (mot) fell back to the Mius on the night of 1–2 December. On 2 December, Hitler flew to Kleist's headquarters with Reichenau and only accepted the necessity of the retreat after consulting with the Liebstandarte's commander, SS stalwart Obergruppenführer Josef 'Sepp' Dietrich.

On the other hand, by 6 December, the 97. Leichte and 111. Infanterie Divisions of IV Korps had closed the gap between 17. Armee and 1. Panzerarmee. This prevented a Soviet strategic breakthrough which could have cut Army Group South's main front in two. The possibility of that happening had caused OKW to consider pulling the 1. Panzerarmee all the way back to the Zaporozhe–Melitopol line.

Down in the Crimea, Manstein's hopes of launching a set-piece assault on Sevastopol before the end of November had been dashed when freezing temperatures immobilized four of the five locomotives previously available to haul supplies on the mainland. Since the 11. Armee was now receiving just one or two trainloads a day, it would take three weeks to stockpile sufficient supplies for the attack. In the interim, the Black Sea Fleet probed German and Romanian defences along the coast with several small amphibious raids which proved merely to be harbingers of far more ambitious landings to come.

The assault on Sevastopol commenced on 17 December after a three-day preparatory bombardment. Progress was slow since the garrison was defending strong fortifications arrayed in depth, and fought with great bravery and determination. The prospect of defending an isolated bridgehead far behind enemy lines did not frighten those troops who had been through it all before at Odessa. The 11. Armee's main attack aimed to reach the northern shore of Severnaya Bay which formed Sevastopol's harbour. If the Germans achieved that objective, they would cut off Sevastopol from reinforcement and resupply by sea.

However, just as LIV Armeekorps was nearing its objective, two Soviet armies made successful amphibious landings at Kerch and Feodosiya on 26 December. XXXXII Armeekorps, which possessed only a single German combat formation – the 46. Infanterie Division – fell back from Kerch to avoid being cut off by a Soviet advance from Feodosiya. Manstein had to break off the assault on Sevastopol and rush several divisions east to form a new front cordoning off the Soviet advance. Sevastopol would not fall until 4 July 1942.

The setback at Rostov and the general collapse of Army Group South's logistics caused Rundstedt to press the Romanian Navy to resume supply convoys to Odessa – this time using deep-draught merchantmen that could carry much more cargo. However, a convoy of four Romanian and Bulgarian steamers lost two of them to mines in its final approach to Odessa on 2 December. Three steamers that left Constanta on 16 December reached Odessa without loss, but the buildup of pack ice on the Black Sea forced a cessation of convoy traffic until April 1942.

ARMY GROUP SOUTH
CONCLUSIONS

OKW, OKH, and Rundstedt all assumed that Army Group South would swiftly destroy the Soviet southern wing west of the Dnieper – the essential prerequisite for all its subsequent operations. The Balkan Campaign made this much less likely, since it rendered the planned pincer operation against the Lvov salient impossible. If a strong German army including a motorized corps had attacked from northern Romania to link up with Panzergruppe 1, Army Group South might have quickly closed an encirclement on a scale akin to Army Group Centre's Bialystok Pocket. Had it done so, the early destruction of the Soviet 6th, 12th, and 26th Armies would have greatly altered the course of the campaign.

Rundstedt's failure to close a major encirclement until August allowed Stalin to concentrate his reserves in front of Moscow. But, had the Ostheer simultaneously destroyed six armies around Bialystok and Lvov, Stalin would have been forced to make some hard choices. If, as seems likely, some reserve armies went south, supply issues would still have ruled out a rapid German advance on Moscow – although Stalin could not have known that. If he refused to weaken the Moscow axis and sent no reserve armies south, Army Group South would have advanced faster, potentially eliminating the need to divert Guderian's Panzergruppe 2. Yet, the Donbas, Rostov, and the Crimea were so far from the border that logistical constraints might have prevented Rundstedt from conquering them before the autumn rains came.

When the first phase of Army Group South's operations did not go according to plan, senior German leaders fell to bickering among themselves and never reached a consensus on what to do next. Hitler, the amateur strategist, frequently shifted objectives, but always made destroying Red Army formations his top priority. He wanted to create pockets as quickly as possible instead of waiting longer to form larger, though more porous, encirclements. Rundstedt and Kleist also recognized the importance of destroying the Red

Army but preferred to make the encirclement west of the Dnieper as big as possible and simultaneously pursue geographic objectives.

The tension between these two concepts caused Panzergruppe 1's motorized corps to become separated by hundreds of miles. This was sheer folly, since experience showed that the motorized corps were most effective when massed together, and Army Group South lacked the logistical capacity to support several major, divergent motorized operations simultaneously. Supply shortages prevented XXXXVIII Armeekorps (mot) from closing the Nikolaev encirclement quickly at the same time as III Armeekorps (mot) lacked the logistical means to exploit its bridgehead at Dnepropetrovsk. Merely reassembling the widely scattered mobile divisions wasted time and consumed supplies that Rundstedt could ill afford.

The lack of strategic vision that led the Germans to ignore and bypass the Pripet Marshes caused huge difficulties for both Army Groups South and Centre. This Soviet 'balcony' west of the Dnieper posed a threat to Army Group South's lines of communications that Rundstedt could not ignore and obliged him to disperse his forces even further. Instead of sending the 6. Armee to attack Kiev, he had to split it into two halves – one of which faced north, while the other moved southeast. Rundstedt even decided to take the 11. Panzer Division from Kleist to reinforce the attack on the 5th Army. It never returned to Panzergruppe 1.

In the end, Army Group South failed to reach even its (relatively) nearer strategic objectives; achieving its ultimate objectives in the Caucasus was never going to happen in 1941 barring a total collapse of the Red Army. Rundstedt's armies took Kharkov but occupied only a part of the Donbas, were driven back from Rostov, and failed to clear the entire Crimea. Hitler and the OKH had both wrongly concluded that the Southwestern Front's destruction in the Kiev Pocket would permit Army Group South to reach its nearer objectives even after sending over a dozen divisions to Army Group Centre, France, Germany, and the Balkans.

After these withdrawals, Army Group South no longer had sufficient strength to capture both the Crimea and the Donbas. Both were important objectives, though losing all of the Donbas' mines and factories would have hurt the Red Army far more than losing the Crimea. Yet, even at its peak strength, Army Group South simply had too few divisions and – more importantly – far too little logistical capacity, to be sure of achieving its many widely scattered objectives. Even the closer ones were at the extreme limit of its logistical tether.

However, the fundamental reason why Army Group South came up short was that the Soviet forces opposing it were stronger and better equipped than the Germans thought, and fought with much greater bravery and determination than they expected. Soviet morale and discipline did not crack under the hammer blows of the blitzkrieg, as the *Barbarossa* plan required them to. Time and again, Kleist thought that his panzer divisions had finally achieved a decisive strategic breakthrough, only to encounter more resolutely fighting Soviet rifle divisions or yet another fierce armoured counterattack. This delayed the all-important encirclement west of the Dnieper by several crucial weeks and put Army Group South's advance nearly a month behind schedule – disrupting German strategy along the entire Eastern Front.

CONCLUSION

Just one day after the start of Moscow counteroffensive signalled the end of Operation *Barbarossa*, the Japanese attacked Pearl Harbor and brought the United States into World War II. Rarely, if ever, in all human history have two such critical events occurred on successive days. Hitler had gambled everything on destroying the Soviet Union before the United States became an active belligerent, and now that he had failed, the ultimate defeat of the Axis powers was almost certain. Nazi Germany simply could not prevail against the combined population, natural resources, and industry of the British Empire, the United States, and the Soviet Union. Indeed, Hitler had always known that that the Americans and British alone would be too much for Germany, and he invaded the Soviet Union largely to acquire the resources needed to sustain a prolonged war against them.

Hitler's only remaining hope for victory lay in breaking at least one member of the Grand Alliance. Yet, the United States was completely beyond his reach and defeating the British Empire was also nearly impossible now that it could count on unlimited American support. That left only the Soviet Union as a practical target, and Hitler would make one last attempt to cripple it in 1942. However, the Ostheer was only a shadow of its former self and would never again be manned, led, and equipped as well as it had been when Operation *Barbarossa* began. Bled white by its own offensive exertions and ceaseless Soviet counterthrusts in 1941, the Ostheer was given no respite in the new year. Instead, the Moscow counteroffensive of December 1941 evolved into a general Soviet counteroffensive that raged along the entire length of the Eastern Front throughout the winter and into the spring of 1942.

Thus, although Ostheer had received 1.1 million replacements since June 1941, it was still 625,000 men understrength in May 1942. Army Group South retained about half of its original infantry strength, but Army Groups North and Centre had only a third. Armament and transport losses had been even more severe. They included 7,000 artillery pieces and antitank guns, 75,000 motor vehicles, and 179,000 horses. OKH reported that only 7,500 replacement motor vehicles and 20,000 new horses had reached the Ostheer as of March 1942, and that it would be impossible to cover more than a fraction of the remaining deficits during the 1942 campaign.

Replacing the armament losses would be just as difficult, since Hitler had halted all Heer weapons production in the summer of 1941 – apart from tanks and antitank guns – in order to focus on building up the Luftwaffe and Kriegsmarine to defeat Britain after the war in the East ended in triumph. The production of ammunition for the Heer had also largely ceased in the second half of 1941 when the collapse of the Soviet Union seemed imminent. Hitler did not reverse course until December 1941, and it would take months to restart production and even longer to ramp up output. Artillery and antitank shell production would not hit its stride until the fall of 1942. Moreover, refilling the Ostheer's vacant ranks and replacing its equipment losses were contradictory objectives because replacement troops could be found only drafting workers from previously 'reserved occupations' in industry.

In December 1941, Hitler decided that the 1942 campaign would concentrate on seizing the oilfields of the Caucasus, which would cripple the Soviet war economy and – in the long run – resolve Nazi Germany's fuel shortage. To make this ambitious strategic offensive possible, the Heer would have to allocate the lion's share of its manpower and equipment replacements to Army Group South. The other army groups would receive only enough new infantry weapons to arm the troops they already had and would have to trim their artillery batteries from four to three guns apiece and most of their infantry divisions from nine to six infantry battalions. Army Groups North and Centre would also have to transfer most of their remaining motor vehicles and a tank battalion from each of their panzer divisions to Army Group South. Even so, Army Group South's mobile divisions would still possess only about 80 per cent of their authorized motorized transport.

The Ostheer's debilitated condition was not the only factor that made the 1942 offensive's prospects doubtful. Hitler's ultimate objective, the oilfields and refineries around Baku, lay about 720 miles (1,200 kilometres) from Taganrog, the closest point on the German front line when the campaign began. That was greater than the distance from the eastern border of German-occupied Poland to Moscow, which Army Group Centre had failed to traverse in 1941. Logistical constraints had contributed substantially to *Barbarossa*'s failure although, in 1941, the Germans had been advancing through the region where the Soviet Union's underdeveloped road and rail infrastructure was densest. In the Caucasus, they would find only two major rail lines – just one of which ran towards Grozny and Baku. Moreover, the Caucasus Mountains extended across the entire distance from the Black Sea to the Caspian Sea, barring the way south and presenting an almost impassable barrier to motorized formations. Since only two single minor rail lines and few trails crossed the mountains, large-scale German operations in the Trans-Caucasus would be almost impossible.

Even if the Heer somehow overcame these logistical challenges, the 1942 offensive would add at least 200 additional miles to the Germany's already badly overstretched Eastern Front. Hitler would have to find troops to man a new, northward-facing defensive line stretching along the Don and Volga rivers, while the main offensive headed in the opposite direction south towards the oilfields and the Black Sea on an equally wide front. Since there were nowhere near enough German divisions available to carry out both missions, Hitler would have to rely upon his Italian, Hungarian, and Romanian allies to hold the line along the Don and Volga. This entailed immense risks, since Hitler and the OKH had good reason to suspect that the Axis allied armies were incapable of standing up major Soviet offensives on their own.

Germany's 1942 offensive in the East would therefore be an even more desperate venture than Operation *Barbarossa* and its odds of success even lower. Yet, in their inimitable fashion, Hitler and his generals simply ignored the daunting logistical realities and convinced themselves yet again that the

Red Army must be on the verge of collapse. In March 1942, the OKH calculated that, after deducting losses in combat, military-age men who were unsuited to serve or stranded in German-occupied territory, and replacements needed to fill gaps in the ranks of existing units, Stalin had just 1.12 million troops available to form new units. Since the Soviet armed forces had lost 6.6 million men, killed or captured to-date, this analysis suggested that the Red Army would surely exhaust its reserves in 1942. However, these reassuring figures were utterly fallacious, as the Germans would soon learn to their cost at Stalingrad and many other places.

GLOSSARY OF PLACE NAMES

Wartime name	Name on situation maps	Modern name and location	Overview maps
Akhtyrka	Achtyrka	Okhtyrka, Ukaine	South
Alytus	Olita	Alytus, Lithuania	North Centre
Ariogala	*Not on situation maps*	Ariogala, Lithuania	North Centre
Balta	Balta	Balta, Ukraine	South
Baranovichi	Baranowicze	Baranavichy, Belarus	Centre
Belaya Tserkov	Bjelaja-Zerkow	Bila Tserkva, Ukraine	South
Belgorod	Belgorod	Belgorod, Russia	South
Belyi	Bjelyi	Bely, Russia	North Centre
Berdichev	Berditschew	Berdychiv, Ukraine	South
Berdyansk	Berdjansk	Berdyansk, Ukraine	South
Berislav	Berisslaw	Beryslav, Ukraine	South
Bialystok	Białystok	Bialystok, Poland	Centre
Bobruisk	Bobruisk	Babruysk, Belarus	Centre
Boguslav	Boguslaw	Bohuslav, Urkaine	South
Bologoye	Bologoje	Bologoye, Russia	North Centre
Borisov	Borrissow	Borisov, Belarus	North Centre
Borovichi	Borowitschi	Borovichi, Russia	North Centre
Brest	Brześć	Brest, Belarus	Centre
Brody	Brody	Brody, Ukraine	South
Bryansk	Brjansk	Bryansk, Russia	Centre
Cherepovets	*Not on situation maps*	Cherepovets, Russia	Centre
Cherkassy	Tscherkassy	Cherkasy, Ukraine	South
Chernigov	Tscherigow	Chernihiv, Ukraine	Centre South
Chudovo	Tschudowo	Chudovo, Russia	North Centre
Constanta	*Not on situation maps*	Constanta, Romania	South
Daugavpils	Dünaburg	Daugavpils, Latvia	North Centre
Demyansk	Demjansk	Demyansk, Russia	North Centre
Dnepropetrovsk	Dnepropetrowsk	Dnipro, Ukraine	South
Dno	Dno	Dno, Russia	North Centre
Dubno	Dubno	Dubno, Ukraine	South
Dubossary	Dubossary	Dubossary, Moldava	South

Dukovshchina	Duchowschtschina	Dukovshchina, Russia	North Centre
Elnya	Jelnja	Yelnya, Russia	North Centre
Feodosiya	Feodosija	Feodosia, Ukraine	South
Gaisin	Gaissin	Haisyn, Ukraine	South
Gargzhai	*Not on situation maps*	Gargzdai, Lithuania	North
Glukhov	Gluchoff	Hlukhiv, Ukraine	Centre South
Gomel	Gomel	Gomel, Belarus	Centre
Grodno	Grodno	Grodno, Belarus	Centre
Hango	Hango	Hanko, Finland	North
Helsinki	Helsinki	Helsinki, Finland	North
Hiiumaa	Dagö	Hiiumaa, Estonia	North Centre
Izyum	Isium	Izyum, Ukraine	South
Jekabpils	Jakobstadt	Jekabpils, Latvia	North Centre
Kakhovka	Kachowka	Nova Kakhovka, Ukraine	South
Kalinin	Kalinin	Tver, Russia	Centre
Kaluga	Kaluga	Kaluga, Russia	Centre
Kanev	Kanew	Kaniv, Ukraine	South
Kashira	Kaschira	Kashira, Russia	Centre
Kaunas	Kowno	Kaunas, Lithuania	North Centre
Kerch	Kertsch	Kerch, Ukraine	South
Kharkov	Charkow	Kharkiv, Ukraine	South
Kherson	Chersson	Kherson, Ukraine	South
Kholm	Cholm	Kholm, Russia	North Centre
Kiev	Kijew	Kyiv, Ukraine	South
Kingisepp	Kingissep	Kingisepp, Russia	North
Kirishi	*Not on situation maps*	Kirishi, Russia	North
Kirovograd	Kirowgrad	Kropyvnytskyi, Ukraine	South
Kishinev	Kischinew	Chisinau, Moldava	South
Klin	Klin	Klin, Russia	Centre
Kolomna	Kolomna	Kolomna, Russia	Centre
Königsberg	Königsberg	Kaliningrad, Kaliningrad Oblast	North
Konotop	Konotop	Konotop, Ukraine	Centre South
Korop	Korp	Korop, Ukraine	Centre South
Korosten	Korosten	Korosten, Ukraine	Centre South
Kovel	Kowel	Kovel, Ukraine	Centre South
Krasnaya Polyana	*Not on situation maps*	Krasnaya Polyana, Russia	Centre
Krasnogvardeysk	Krasnogwardejsk	Gatchina, Russia	North
Kremenchug	Krementschug	Kremenchuk, Ukraine	South
Krichev	Kritschew	Krychaw, Belarus	Centre
Krivoi Rog	Kriwoi Rog	Krivoi Rog, Ukraine	South
Kursk	Kursk	Kursk, Russia	Centre South
Lepel	Lepel	Lepel, Belarus	North Centre

Lida	Lida	Lida, Belarus	North Centre
Liepaja	Libau	Liepaja, Latvia	North
Livny	Liwny	Livny, Russia	Centre
Lokhvitsa	Lochwiza	Lokhvytsya, Ukraine	South
Luga	Luga	Luga, Russia	North Centre
Lutsk	Luck	Lutsk, Ukraine	South
Lvov	Lemberg	Lviv, Ukraine	South
Maikop	*Not on situation maps*	Maykop, Russia	South
Malaia Vishera	Malaja Wischera	Malaya Vishera, Russia	North Centre
Mariupol	Mariupol	Mariupol, Ukraine	South
Melitopol	Melitopol	Melitopol, Ukraine	South
Minsk	Minsk	Minsk, Belarus	Centre
Mogilev	Mogilew	Mogilev, Russia	North Centre
Mogilev Podolsky	Mogilew-Podolsk	Mohyliv-Podil's'kyi, Ukraine	South
Molodechno	Molodeczno	Maladzyechna, Belarus	North Centre
Monastyryshche	Monastyrischtsch	Monastyryshche, Ukraine	South
Moscow	Moskau	Moscow, Russia	Centre
Mozhaisk	Moshaisk	Mozhaysk, Russia	Centre
Mtsensk	Mzensk	Mtsensk, Russia	Centre
Muhu	*Not on situation maps*	Muhu, Estonia	North Centre
Mustvee	Mustvee	Mustvee, Estonia	North Centre
Naro-Fominsk	*Not on situation maps*	Naro Fominsk, Russia	Centre
Narva	Narva	Narva, Estonia	North
Nevel	Newel	Nevel, Russia	North Centre
Nikolaev	Nikolajew	Mykolaiv, Ukraine	South
Nikopol	Nikopol	Nikopol, Ukraine	South
Novgorod	Nowgord	Novgorod, Russia	North Centre
Novogorod-Seversky	Nowgorod Sjeversk	Novhorod Siverskyi, Ukraine	Centre
Novograd Volynsky	Nowograd Wolynsk	Zvaihel, Ukraine	South
Novogrudok	Noworodek	Navahrudak, Belarus	Centre
Novorossisk	Noworossijsk	Novorossiysk, Russia	South
Odessa	Odessa	Odessa, Russia	South
Opochka	Opotschka	Opachka, Russia	North Centre
Oranienbaum	*Not on situation maps*	Lomonsov, Russia	North
Orel	Orel	Orel, Russia	Centre
Orsha	Orscha	Orsha, Russia	North Centre
Ostashkov	Ostaschkoff	Ostashkov, Russia	North Centre
Oster	Oster	Oster, Ukraine	Centre South
Ostrog	Ostrog	Ostroh, Ukraine	South
Ostrov	Ostrow	Oskov, Russia	North Centre
Ovruch	Owrutsch	Ovruch, Ukraine	Centre South

Parnu	Pernau	Parnu, Estonia	North Centre
Pavlovsk	Pawlowsk	Pavlovsk, Russia	South
Perekop	Perekop	Perekop, Ukraine	South
Pervomaysk	Perwomask	Pervomaisk, Ukraine	South
Ploesti	*Not on situation maps*	Ploesti, Romania	South
Pochep	Potschep	Pochep, Russia	Centre
Poltava	Poltawa	Poltava, Ukraine	South
Przemysl	Przemysl	Przemysl, Poland	South
Pskov	Pskow	Pskov, Russia	North Centre
Putivl	Putiwl	Pryluky, Ukraine	Centre South
Radomyshl	Radomysl	Radomyshl, Ukraine	South
Raseiniai	Raseiniai	Raseiniai, Lithuania	North Centre
Rava Russkaya	Rawa Russkaya	Rava Ruska, Ukraine	South
Riga	Riga	Riga, Latvia	North Centre
Rogachev	Rogatschew	Rahachow, Belarus	Centre
Romny	Romny	Romny, Ukraine	South
Roslavl	Rosslawl	Roslavl, Russia	Centre
Rossosh	Rossosch	Rossosh, Russia	South
Rostov	Rostow	Rostov	South
Rovno	Rowne	Rivne, Ukraine	South
Ryazan	Rjasan	Ryazan, Russia	Centre
Rybinsk	*Not on situation maps*	Rybinsk, Russia	Centre
Rzhev	Rshew	Rzhev, Russia	North Centre
Saarema	Ösel	Saarema, Estonia	North Centre
Sebezh	Sebesh	Sebezh, Russia	North Centre
Sevastopol	Ssewastopol	Sevastopol, Ukraine	South
Shum	*Not on situation maps*	Shum, Russia	North
Siauliai	Schaulen	Siauliai, Lithuania	North Centre
Simferopol	Ssimferopol	Simferopol, Ukraine	South
Sinyavino	*Not on situation maps*	Sinyavinskiye Vysoty, Russia	North
Slonim	Slonim	Slonim, Belarus	Centre
Slutsk	Sluzk	Slutsk, Belarus	Centre
Smolensk	Smolensk	Smolensk, Russia	North Centre
Sokal	Sokal	Sokal, Ukraine	South
Soltsy	Solzy	Soltsy, Russia	North Centre
Stalino	Stalino	Donetsk, Ukraine	South
Stalinogorsk	Stalinogorsk	Novomoskovsk, Russia	Centre
Staraya Russa	Staraja Russa	Staraya Russa, Russia	North Centre
Sumy	Ssumy	Sumy, Ukraine	South
Suwalki	Suwalki	Suwalki, Poland	North Centre
Svenigorodka	Swenigorodka	Zvenyhorodka, Ukraine	South
Taganrog	Taganrog	Taganrog, Russia	South

Tallinn	Reval	Tallinn, Estonia	North
Tartu	Dorpat	Tartu, Estonia	North Centre
Taurage	Tauroggen	Taurage, Lithuania	North
Tiganca	*Not on situation maps*	Tiganca, Moldava	South
Tikhvin	Tichwin	Tikhvin, Russia	North
Tilsit	Tilsit	Sovetsk, Kalingrad Oblast	North Centre
Toropets	Toropez	Toropets, Russia	North Centre
Trubchevsk	Trubtschewsk	Trubchevsk, Russia	Centre
Tula	Tula	Tula, Russia	Centre
Uman	Uman	Uman, Ukraine	South
Unecha	Unetscha	Unecha, Russia	Centre
Velikye Luki	Welikye Luki	Velikye Luki, Russia	North Centre
Venev	Weneff	Venev, Russia	Centre
Ventspils	Windau	Ventspils, Latvia	North Centre
Vilnius	Wilna	Vilnius, Lithuania	North Centre
Vinnitsa	Winniza	Vinnitsa, Ukraine	South
Vishny Volochek	Wyschnij-Wolotschek	Vyshny Volochyok, Russia	North Centre
Vitebsk	Witebsk	Viciebsk, Belarus	North Centre
Vladmir Volynsky	Wlodzimierz	Volodymyr, Ukraine	South
Volkhov	Wolchow	Volkov, Russia	North
Vormsi	*Not on situation maps*	Vormsi, Estonia	North Centre
Voronezh	Waronesh	Voronezh, Russia	Centre South
Voroshilovgrad	Woroschilowgrad	Luhansk, Ukraine	South
Vyazma	Wjasma	Vyazma, Russia	North Centre
Yalta	Jalta	Yalta, Ukraine	South
Yaroslavl	*Not on situation maps*	Yaroslavl, Russia	Centre
Yartsevo	Jarzewo	Yartsevo, Russia	North Centre
Yukhnov	Juchnoff	Yukhnov, Russia	North Centre
Zaporozhe	Saporoshe	Zaporizhzhia, Ukraine	South
Zhitomir	Shitomir	Zhytomyr, Ukraine	South
Zhlobin	Shlobin	Zlobin, Belarus	Centre

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